

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
Francis Lee Summers, III, individually and
On behalf of all others similarly situated,

Plaintiffs,

v.

MERRILL LYNCH & CO., INC.; STAN
O'NEAL; LOU DIMARIA; INVESTMENT
COMMITTEE OF THE MERRILL LYNCH
SAVINGS AND INVESTMENT PLAN;
ADMINISTRATIVE COMMITTEE OF THE
MERRILL LYNCH SAVINGS AND
INVESTMENT PLAN; and JOHN DOES 1 - 30,

Defendants.
-----X

No. 07-CV-11615 (UA)

[additional captions follow]

**DECLARATION OF JILL S. ABRAMS IN SUPPORT OF
PLAINTIFF FRANCIS LEE SUMMERS III'S MOTION
TO CONSOLIDATE AND FOR APPOINTMENT
OF INTERIM CO-LEAD COUNSEL FOR THE CLASS**

-----X
ELIZABETH ESTEY, individually and on :
behalf of all others similarly situated, :

Plaintiffs, :

v. :

MERRILL LYNCH & CO., INC., :
E. STANLEY O'NEAL, CAROL T. :
CHRIST, ARMANDO M. CODINA, :
VIRGIS W. COLBERT, JILL K. :
CONWAY, ALBERTO CRIBIORE, :
JOHN D. FINNEGAN, JUDITH :
MAYHEW JONAS, DAVID K. :
NEWBIGGING, AULANA L. PETERS, :
JOSEPH W. PRUEHER, ANN N. REESE, :
CHARLES O. ROSSOTTI, LOUIS :
DIMARIA, PETER STINGI and JOHN :
AND JANE DOES 1-20, :

Defendants. :

Case No. 07-CV-10268 (LBS)

-----X
MARY GIDARO, individually and on :
behalf of all others similarly situated, :

Plaintiffs, :

v. :

MERRILL LYNCH & CO., INC., :
E. STANLEY O'NEAL, CAROL T. :
CHRIST, ARMANDO M. CODINA, :
VIRGIS W. COLBERT, JILL K. :
CONWAY, ALBERTO CRIBIORE, :
JOHN D. FINNEGAN, JUDITH :
MAYHEW JONAS, DAVID K. :
NEWBIGGING, AULANA L. PETERS, :
JOSEPH W. PRUEHER, ANN N. REESE, :
CHARLES O. ROSSOTTI, LOUIS :
DIMARIA, PETER STINGI and JOHN :
AND JANE DOES 1-20, :

Defendants. :

Case No. 07-CV-10273 (LBS)

-----X
TARA MOORE, individually and on :
behalf of all others similarly situated, :

Plaintiffs, :

v. :

MERRILL LYNCH & CO., INC., :
E. STANLEY O'NEAL, CAROL T :
CHRIST, ARMANDO M. CODINA, :
VIRGIS W. COLBERT, JILL K. :
CONWAY, ALBERTO CRIBIORE, :
JOHN D. FINNEGAN, JUDITH :
MAYHEW JONAS, DAVID K. :
NEWBIGGING, AULANA L. PETERS, :
JOSEPH W. PRUEHER, ANN N. REESE, :
CHARLES O. ROSSOTTI, LOUIS :
DIMARIA, PETER STINGI and JOHN :
AND JANE DOES 1-20, :

Defendants. :

Case No. 07-CV-10398 (DC)

-----X
GREGORY YASHGUR, individually and :
on behalf of all others similarly situated, :

Plaintiffs, :

v. :

MERRILL LYNCH & CO., INC., :
E. STANLEY O'NEAL, CAROL T. :
CHRIST, ARMANDO M. CODINA, :
VIRGIS W. COLBERT, JILL K. :
CONWAY, ALBERTO CRIBIORE, :
JOHN D. FINNEGAN, JUDITH :
MAYHEW JONAS, DAVID K. :
NEWBIGGING, AULANA L. PETERS, :
JOSEPH W. PRUEHER, ANN N. REESE, :
CHARLES O. ROSSOTTI, LOUIS :
DIMARIA, PETER STINGI and JOHN :
AND JANE DOES 1-20, :

Defendants. :

Case No. 07-CV-10569 (JSR)

-----X
CHRISTINE DONLON, individually and :
on behalf of all others similarly situated, :

Plaintiffs, :

v. :

MERRILL LYNCH & CO., INC., :
E. STANLEY O'NEAL, CAROL T. :
CHRIST, ARMANDO M. CODINA, :
VIRGIS W. COLBERT, JILL K. :
CONWAY, ALBERTO CRIBIORE, :
JOHN D. FINNEGAN, JUDITH :
MAYHEW JONAS, DAVID K. :
NEWBIGGING, AULANA L. PETERS, :
JOSEPH W. PRUEHER, ANN N. REESE, :
CHARLES O. ROSSOTTI, LOUIS :
DIMARIA, PETER STINGI and JOHN :
AND JANE DOES 1-20, :

Defendants. :

Case No. 07-CV-10661(CM)

-----X
CARL ESPOSITO, individually and :
On behalf of all others similarly situated, :

Plaintiffs, :

v. :

MERRILL LYNCH & CO., INC., :
E. STANLEY O'NEAL, CAROL T. :
CHRIST, ARMANDO M. CODINA, :
VIRGIS W. COLBERT, JILL K. :
CONWAY, ALBERTO CRIBIORE, :
JOHN D. FINNEGAN, JUDITH :
MAYHEW JONAS, DAVID K. :
NEWBIGGING, AULANA L. PETERS, :
JOSEPH W. PRUEHER, ANN N. REESE, :
CHARLES O. ROSSOTTI, LOUIS :
DIMARIA, PETER STINGI and JOHN :
AND JANE DOES 1-20, :

Defendants. :

Case No. 07-CV-10687 (JGK)

-----X
SEAN SHAUGHNESSEY, individually and :
on behalf of all others similarly situated, :

Plaintiffs, :

v. :

MERRILL LYNCH & CO., INC., :
E. STANLEY O'NEAL, CAROL T. :
CHRIST, ARMANDO M. CODINA, :
VIRGIS W. COLBERT, JILL K. :
CONWAY, ALBERTO CRIBIORE, :
JOHN D. FINNEGAN, JUDITH :
MAYHEW JONAS, DAVID K. :
NEWBIGGING, AULANA L. PETERS, :
JOSEPH W. PRUEHER, ANN N. REESE, :
CHARLES O. ROSSOTTI, LOUIS :
DIMARIA, PETER STINGI and JOHN :
AND JANE DOES 1-20, :

Defendants. :

Case No. 07-CV-10710 (GEL)

-----X
-----X
BARBARA BOLAND, individually and :
On behalf of all others similarly situated, :

Plaintiffs, :

v. :

MERRILL LYNCH & CO., INC., :
E. STANLEY O'NEAL, CAROL T. :
CHRIST, ARMANDO M. CODINA, :
VIRGIS W. COLBERT, JILL K. :
CONWAY, ALBERTO CRIBIORE, :
JOHN D. FINNEGAN, JUDITH :
MAYHEW JONAS, DAVID K. :
NEWBIGGING, AULANA L. PETERS, :
JOSEPH W. PRUEHER, ANN N. REESE, :
CHARLES O. ROSSOTTI, LOUIS :
DIMARIA, PETER STINGI and JOHN :
AND JANE DOES 1-20, :

Defendants. :
-----X

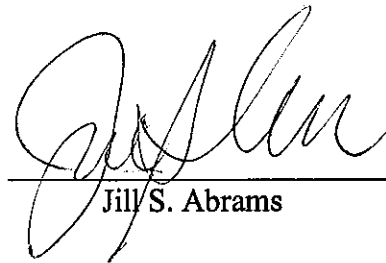
Case No. 07-CV-11054 (MGC)

I, Jill S. Abrams, declare under penalty of perjury that:

1. I am a partner in the law firm of Abbey Spanier Rodd & Abrams, LLP, local counsel to Plaintiff Francis Lee Summers, III in the above-captioned matter. I respectfully submit this declaration in Support of Francis Lee Summers's Motion for Appointment of Interim Counsel.
2. Attached hereto as Exhibit A is the Firm Biography of Spector, Roseman & Kodroff, P.C.
3. Attached hereto as Exhibit B is the Biography of William T. Payne.
4. Attached hereto as Exhibit C is the Firm Biography of Stember, Feinstein, Doyle & Payne, LLC.
5. Attached hereto as Exhibit D is the Firm Biography Of Abbey Spanier Rodd & Abrams, LLP.

I declare that the foregoing is true and correct to the best of my knowledge.

Executed on January 11, 2008.



Jill S. Abrams

EXHIBIT A

Resume of Stember Feinstein Doyle & Payne, LLC

Stember Feinstein Doyle & Payne, LLC, is a Pittsburgh-based law firm maintaining a nationwide class action practice. The firm specializes in representing plaintiffs in lawsuits to protect pensions and other employee benefits, and in litigation concerning insurance, consumer fraud and related financial misconduct. The firm was formed when partners in Stember Feinstein merged their practice with the practices of Ellen M. Doyle (a longtime partner in the Pittsburgh-based class action firm of Malakoff Doyle & Finberg) and William T. Payne (an employee benefits litigator with a national practice who was in charge of ERISA litigation for the United Steelworkers during the 1980's and who later had been a partner in the Los Angeles labor law firm of Schwartz, Steinsapir, Dohrmann & Sommers). Stember Feinstein Doyle & Payne maintains a well-qualified staff of attorneys, paralegals, law clerks and assistants. A brief description of the background of its attorneys follows.

Ellen M. Doyle

Ellen M. Doyle is a 1975 graduate of Northeastern University School of Law and has been a member of the Pennsylvania Bar since 1975. Since 1982 (after seven years of civil rights litigation in the public interest sector), she has been litigating complex class actions against a broad range of large financial and corporate defendants in federal and state courts. During most of this time period, she was a partner in the Pittsburgh-based firm of Malakoff Doyle & Finberg, which limited its practice to class action litigation.

She has extensive experience in representing classes of ERISA plan participants who allege breaches of fiduciary duties with respect to 401k plans, ESOP plans, or other defined contribution plans. In 1997, Ms. Doyle initiated *Blyler v. Agee*, No. CV 97-0332 (D. Idaho), in which she served as co-lead counsel in one of the first actions challenging the prudence of investment in the company stock fund by 401(k) plan fiduciaries. That same year she served as co-lead counsel in *Presley v. Carter Hawley Hale Profit Sharing Plan*, No. 97-CV-04316 (N.D. Cal.), which challenged the decision of an ESOP plan to hold company stock into the company's bankruptcy.

Examples of other ERISA class actions challenging the prudence of investment in company stock in which Ms. Doyle has been appointed to serve as co-lead counsel are *Sherrill v. Federal Mogul Corp. Retirement Programs Committee*, No. 04-72949 (E.D. Mich.), *In re RCN Corporation ERISA Litigation*, Master File No.: 04-CV-5068 (D.N.J.), *In re CMS Energy ERISA Litig.*, No. 02-72834 (E.D. Mich.), *In re Computer Associates ERISA Litig.*, No. CV-02-6281 (S.D.N.Y.); *Kling v. Fidelity Management Trust Co.*, No. 01-11939 (D. Mass.); *In re McKesson HBOC, Inc. ERISA Litig.*, No. C00-20030 (N.D. Cal.); *Koch v. Dwyer*, No. 98-Civ.-5519 (S.D.N.Y.). *Koch* was one of the first company stock cases litigated in this District. Ms. Doyle had years of experience in litigating ERISA class actions before 1997 when she started filing company stock cases. She has also represented classes of plan participants in defined benefit pension plans, including in cases such as *DiCioccio v. Duquesne Light Co.*, No. 93-0442 (W.D. Pa.); *Barnes v. Bell Helicopter Textron, Inc.*, No. CA-92-CV-0694-D (N.D. Tex.); *In re Gulf Pension Litig.*, No. H-86-4365 (S.D. Tex.).

Ms. Doyle has also served as class counsel for medical benefit plan participants in ERISA covered plans, including *Fischel v. The Equitable Life Assurance Society of the United States*,

Case No. 96-04202 (N.D. Cal.); *In re Blue Cross of Western Pennsylvania Litig.*, No. 93-1591 (W.D. Pa.); and *Kennedy v. United Healthcare of Ohio, Inc.*, No. C2-98-128 (S.D. Ohio).

Ms. Doyle's current representations include litigation on behalf of 401(k) plan participants in a number of cases alleging breaches of fiduciary duty through imprudent investing, representing ERISA health plan participants in cases involving wrongful denial of benefits, representing homeowners in Pennsylvania denied replacement cost benefits by a major insurance carrier, and representing hundreds of thousands of retirees in ERISA retiree health benefit litigation involving General Motors, the Ford Motor Company, and Chrysler LLC.

Ms. Doyle was selected for membership in the Academy of Trial Lawyers of Allegheny County and has served on that organization's Board of Directors, has served as Chair of the Insurance Section of the American Trial Lawyers Association, has served as the Vice-Chair of the Advisory Committee for the Rules of the United States District Court for the Western District of Pennsylvania.

Ms. Doyle has authored numerous publications, including: "ERISA Litigation: The View from the Plaintiff's Side," Vol. XXII, *The Barrister* (Autumn, 1991); "Fiduciaries Beware: Communications Between Administrators and Counsel Are Not Privileged," Vol. 6, *Benefits Law Journal*, No. 2 (Summer 1993); "The 80/20 Percent Solution: Enforcing Medical Coverage Promises," Vol. 32, *Trial* No. 10 (October 1996) (co-author); "Suing Banks and Financial Institutions: Perspective of Plaintiffs' Counsel, Banking and Financial Services Conference," *Pennsylvania Bar Institute* (1990); "Non-Party Written Discovery: Requirements and Techniques," *Pennsylvania Bar Institute* (1992); "Keeping Secrets: Confidentiality in Medical Benefits Plan Administration and Litigation," Vol. 8, *Benefits Law Journal*, No. 1 (Spring, 1995); and "Taking Legal Action to Protect Policyholders' Ownership Rights in the Wake of the Continuing Trend Toward Insurance Company Demutualization," *ATLA Insurance Law Section Newsletter* (Fall, 2000) (co-author).

Ms. Doyle is admitted to practice in Pennsylvania, the U. S. District Courts for the Western District of Pennsylvania and the Eastern District of Michigan, the Second, Third, Fourth, Fifth, Sixth, Seventh and Ninth Circuit Courts of Appeal and the United States Supreme Court. She has been given the highest possible rating (AV) by the Martindale-Hubbell Law Directory.

William T. Payne

William T. Payne received his B.A. (*summa cum laude*) from the University of Pittsburgh in 1975, and received his J.D. from the University of California--Berkeley (Boalt Hall) in 1979. During law school, he served as Associate Editor of the *Industrial Relations Law Journal* (now known as *Berkeley Journal of Employment and Labor Law*), and received the AmJur Award. After three years of practicing labor law (first in Washington, D.C., and then in San Francisco), Mr. Payne served as Assistant General Counsel of the United Steelworkers in Pittsburgh between 1982 and 1991. For most of those nine years, he had primary responsibility for the Union's ERISA litigation throughout the United States. From 1991 to 2006, Mr. Payne was partner and later Of Counsel to the firm of Schwartz, Steinsapir, Dohrmann & Sommers in Los Angeles and in Pittsburgh.

Over the past twenty-five years, Mr. Payne has served as counsel for retirees or employees in more than eighty class action lawsuits throughout the United States, many of which challenged cuts in

company-provided retiree health care benefits. For example, in 2006, Mr. Payne was appointed as class counsel to represent nearly 600,000 former UAW members (and spouses of members) in actions against General Motors and Ford that were worth billions of dollars. In affirming the settlement in the GM and Ford cases, the Sixth Circuit reviewed his qualifications and observed: "In view of Payne's background, both classes would have been hard pressed to find someone with greater 'experience in handling class actions ... and claims of the type asserted in the action' or an attorney with more 'knowledge of the applicable law.'" *UAW v. GM*, 497 F.3d 615, 626 (6th Cir. 2007).

Mr. Payne actively participates in the American Bar Association's Labor and Employment Law Section, and serves as chairperson of the Subcommittee for Benefit Claims and Individual Rights within that Section's Benefits Committee. He is also member of the Lawyers Coordinating Committee for the AFL-CIO, and of the National Employment Lawyers Association. Mr. Payne is a Charter Fellow of the American College of Employee Benefits Counsel, and also served on the Board of the Los Angeles County Bar Association.

Mr. Payne has also authored numerous papers relating to labor and employment law, such as "Battling for Benefits," *Trial* (December 2005) (with J. Stember and S. Pincus); "Protecting Rights to Early Retirement Benefits," 2 *Employee Rights Quarterly* 58 (2001); "Retiree Health Benefits: Sixth Circuit Deals the Retirees Out," 14 *The Labor Lawyer* 475 (1999) (with S. Sacher); "Lawsuits Challenging Termination or Modification of Retiree Welfare Benefits," 10 *The Labor Lawyer* 91 (1994); and "Enjoining Employers Pending Arbitration," 3 *Ind.Rel.L.J.* 169 (1979). He has served as both a Contributing Author and Chapter Editor of *Employee Benefits Law* (BNA Books), authored by the ABA Labor Section's Benefits Committee. He frequently lectures on labor and employment law topics at educational conferences.

Mr. Payne is admitted to practice in all state courts in California and Pennsylvania, as well as in numerous federal district and circuit courts, and before the United States Supreme Court. He has been given the highest possible rating (AV) by the Martindale-Hubbell Law Directory.

John Stember

John Stember received his B.A. (*cum laude*) from Ohio University in 1972 and J.D. from the University of Pittsburgh School of Law (top quarter) in 1976. After graduation, he worked for Neighborhood Legal Services in Pittsburgh from 1976 to 1995, focusing on employment related litigation. In 1996, he joined the Pittsburgh union-side labor law firm of Healey, Davidson & Hornack, P.C., where he concentrated on Title VII ERISA and NLRA litigation. From 1996 through 2003, Mr. Stember maintained a private practice, focusing on ERISA, Title VII and union representation. He and Edward Feinstein formed Stember Feinstein in 2003, which became Stember Feinstein Doyle & Payne in August 2007.

Over the last decade, Mr. Stember has been litigating large class actions challenging termination or reduction of retiree health benefits. These cases involved thousands of former union employees, including former members of the Steelworkers, Chemical Workers, United Electrical Workers and PACE. Examples are *Crown Cork & Seal v. United Steelworkers of America*, 32 E.B.C. 1950, 2004 U.S. Dist. LEXIS 760 (W.D. Pa. 2004); *Rexam, Inc. v. United Steelworkers of America*, 2006 WL 2530384 (D.Minn. Aug. 31, 2006); *Pringle v. Continental Tire North America*, 06-cv-02985 (N.D. Ohio); *Santos v. Pechiney Plastics Packaging Inc.*, Case No. C 05-

00149 (N.D. Calif.); *Theis v. Sunoco*, Case No. 04-0199 (W.D. Pa); *United Auto Workers v. General Motors*, 235 F.R.D. 383 (E.D. Mich. 2006); *United Auto Workers v. Ford Motor Co.*, 2006 U.S. Dist. LEXIS 70471 (E.D. Mich. July 13, 2006).

Mr. Stember is the longtime Chair of the Board of the Mon Valley Unemployed Committee, a non-profit group assisting dislocated workers in Western Pennsylvania and a founding Member of the Steel Valley Authority, a municipal authority created to facilitate industrial retention. He served as an Adjunct Clinical Professor at the Duquesne University School of Law from 2003-2006. He is past National Secretary of UAW Local 2820, and a member of the Lawyers Coordinating Committee for the AFL-CIO, and NELA (National Employment Lawyers Association).

Mr. Stember is admitted to practice in all state courts in Pennsylvania, the U.S. District Courts for the Western District of Pennsylvania, the Northern District of Ohio, the Southern District of Ohio, the Eastern District of Michigan, the Third, Fourth, Sixth and Federal Circuits, and the United States Supreme Court.

Edward J. Feinstein

Edward Feinstein received his B.A. from the University of Massachusetts – Amherst in 1970 and his J.D. from Boston College Law School in 1973. After law school, Mr. Feinstein worked as an attorney for Ralph Nader in the Connecticut Public Interest Research Group. From 1975 to 1978, he was a staff attorney with Connecticut Legal Services in Norwalk, CT. From 1978 through 1986, he was an attorney with Neighborhood Legal Services Association in Pittsburgh, PA where he concentrated in civil rights, disabilities, institutional reform and health care access. Since 1986, he has been in private practice concentrating on actions involving ERISA, civil rights, special education law, and employment discrimination. He and John Stember formed Stember Feinstein in 2003, which became Stember Feinstein Doyle & Payne in August 2007.

Mr. Feinstein has served as class counsel in a number of class actions during the last 20 years. Examples are *Rexam, Inc. v. United Steelworkers of America*, 2006 WL 2530384 (D.Minn. Aug. 31, 2006) (ERISA -- retiree health benefits); *United Auto Workers v. General Motors*, 235 F.R.D. 383 (E.D. Mich. 2006) (ERISA – retiree health); *United Auto Workers v. Ford Motor Co.*, 2006 U.S. Dist. LEXIS 70471 (E.D. Mich. July 13, 2006) (ERISA – retiree health); *ACF Industries v. Chapman*, 2004 U.S. Dist. LEXIS 27245 (E.D. Mo. 2004) (ERISA – retiree health); *Asarco v. United Steelworkers of America*, 2005 U.S. Dist. Lexis 20873 (D. Ariz. 2005) (ERISA – retiree health); *Inmates of the Allegheny County Jail v. Wecht, et al.*, 565 F. Supp. 1278 (W.D. Pa, 1983) (class action jail conditions and overcrowding lawsuit resulting in population cap and remedy for unconstitutional conditions); *Hoots, et al. v. Comm. of Pa., et al.*, No. 71-538 (W.D. Pa. 1973) (class action inter-district school desegregation case; representation from 1983 through declaration of unitary status in 2003); *Tillery, et al., v. Owens, et al.*, 719 F. Supp. 1256 (W.D. Pa. 1989), 907 F.2d 879 (3d Cir. 1990) (successful class action challenge to state prison overcrowding and unconstitutional conditions); *United States and Richard Ganaway, et al., v. Charleston County School District, et al.*, No. 81-50-8 (D.S.C.) (class action litigation to desegregate schools across the "constituent districts" of Charleston County, South Carolina).

Pamina Ewing

Pamina Ewing is a 1984 graduate (*cum laude*) of Carleton College in Northfield, Minnesota, and a 1990 graduate of the University of Pittsburgh School of Law where she was Executive Editor of the Law Review.

Following graduation from law school, Ms. Ewing clerked for the Honorable Gustave Diamond of the United States District Court for the Western District of Pennsylvania. She then worked at Reed Smith, a national law firm, where she focused her work in employment law and general litigation. She joined the predecessor to Stember Feinstein Doyle & Payne in 2003 and has focused her work on the firm's ERISA class action litigation.

Ms. Ewing is admitted to practice in Pennsylvania, as well as in numerous federal district and circuit courts.

Before law school, Ms. Ewing worked as a school teacher.

Stephen M. Pincus

Stephen M. Pincus is an honors graduate from the University of Michigan – Ann Arbor (B.A., 1989). He received his law degree (with honors) in 1993 from the University of Maryland School of Law. Following graduation from law school, Mr. Pincus was selected by Yale Law School to be a Robert M. Cover Fellow in Public Interest Law. As a Cover Fellow, Mr. Pincus co-directed a legal clinic at Yale that served the needs of persons with HIV/AIDS. After the two-year fellowship, Mr. Pincus served as the first law clerk to the Honorable Janet Bond Arterton of the United States District Court for the District of Connecticut.

Following the clerkship, Mr. Pincus worked as an attorney with the law firm of Rosen & Dolan in New Haven, Connecticut, where he specialized in representing individuals in employment, civil rights, and personal injury cases. Among his more notable cases was a civil rights case against the State of Connecticut in which the jury awarded a record \$1 million for the loss of life for a person with mental retardation. Mr. Pincus also brought numerous cases against municipalities for discriminatory hiring and violations of due process and civil rights laws. See, e.g., *Green v. Town of Hamden*, 73 F.Supp.2d 192 (D. Conn. 1999) (invalidating firefighter civil service list).

Mr. Pincus then became counsel for SBC Communications where he litigated employment discrimination cases. Since joining the predecessor to Stember Feinstein Doyle & Payne in 2003, Mr. Pincus has concentrated his work in representing individuals in employment law actions and retirees in a series of nationwide class actions lawsuits challenging cuts to health benefits.

Mr. Pincus is a member of the bars of Pennsylvania, Connecticut and Maryland (inactive). He has written articles in legal publications including *Trial*, *Stetson Law Review*, *Clinical Law Review*, *Pennsylvania Municipalities*, and the Allegheny County Bar Association's *Legal Journal*.

In 2005, Mr. Pincus was named by *Pittsburgh Magazine* as one of Pittsburgh's "40 under 40" who are making a positive contribution to the region. In 2006, he was named by the *Legal Intelligencer*, Philadelphia's legal newspaper, as one of Pennsylvania's "Lawyers on a Fast Track."

Joel Hurt

Joel R. Hurt graduated from University of Pittsburgh School of Law in 2000. Mr. Hurt practiced with Malakoff Doyle & Finberg, P.C. from 2000 to 2007. He joined Stember Feinstein Doyle & Payne in 2007.

Mr. Hurt has represented classes of plan participants in pursuing ERISA claims related to the imprudent investment of 401(k) plan and ESOP assets in employer securities, as well as claims involving the interpretation of group medical benefits plans. *See, e.g., Kling v. Fidelity Management Trust Co.*, Case No. 01-11939 (D. Mass.) (appointed class counsel in case for breach of fiduciary duty related to continued investment in employer stock in 401(k) plan, recovering \$10.85 million); *In Re CMS ERISA Litigation*, Master File No. 02-72834 (E.D. Mich) (\$28 million settlement of fiduciary breach case involving employer stock in 401(k) plan/ESOP); *In Re McKesson HBOC, Inc. ERISA Litigation*, Master File No. C00-20030 RMW (N.D.Cal.) (\$18.2 million settlement of fiduciary breach case involving employer stock in 401(k) plan); *Kennedy, et al. v. United Healthcare of Ohio, Inc.*, Case No. C2-98-128 (S.D. Ohio) (\$1.95 million recovery in case challenging allocation of co-payments by medical benefits administrator/insurer). He has also actively participated in the prosecution of state-court class actions involving replacement cost homeowners insurance. *See Pogel v. State Farm Mut. Ins. Co.*, 74 Pa.D.&C. 4th 1, 2005 WL 3675376 (C.P., Allegheny, September 1, 2005) (granting summary judgment in favor of class of State Farm insureds).

Mr. Hurt was selected as a 2006 Pennsylvania Super Lawyers Rising Star by the publishers of Law & Politics magazine. He is also the author of "Winning With Grammar," published in the ATLA Insurance Law Section Newsletter, Winter 2006, addressing the use of expert testimony to demonstrate that an insurer's policy interpretation is unreasonable because it violates the rules of grammar.

Mr. Hurt is admitted to practice before the courts of Pennsylvania, the United States District Court for the Western District of Pennsylvania and the United States Court of Appeals for the Eleventh Circuit. His professional memberships include the Allegheny County Bar Association, the Pittsburgh Chapter of the American Inns of Court, the American Association for Justice and the Western Pennsylvania Trial Lawyers Association.

Jonathan Cohn

Jonathan Cohn received his undergraduate degree from the University of Texas at Austin, where he completed the Plan II Honors Liberal Arts Program. He graduated *cum laude* from Fordham University School of Law in New York City in 1997. His accomplishments in law school include serving as a member of the *Fordham Law Review* and selection for the Order of the Coif (top 10% of his class).

After graduating from law school, Mr. Cohn served as a law clerk for the United States Court of Appeals for the Second Circuit. He then worked in the general litigation department of Kramer Levin Naftalis and Frankel, a New York City firm, for four and one-half years. After relocating to Pittsburgh in 2004, Mr. Cohn has focused his practice on public and private sector union-side labor law and plaintiff-side employment law. He joined the predecessor to Stember Feinstein Doyle & Payne in 2006.

Mr. Cohn's experience includes litigation in federal and state courts, as well as in the arbitration context. He has represented individuals in EEOC, PHRC, workers' compensation, unemployment compensation, and arbitration proceedings, and practiced before the National Labor Relations Board, the Merit Service Protection Board and the Pennsylvania Labor Relations Board.

Mr. Cohn is admitted to the bars of New York and Pennsylvania, as well as district courts in that state.

Maureen Davidson-Welling

Maureen ("Molly") Davidson-Welling is a graduate from the Johns Hopkins University (B.A. 1999) and the University of Toronto (M.A. 2001). In 2007, she received her J.D. from the University of Pennsylvania and then joined Stember Feinstein Doyle & Payne.

During law school, Ms. Davidson-Welling clerked at Stember Feinstein, as well as at the Community Legal Services in Philadelphia. She also participated for two years as a member of the Journal of Law and Social Change and served on the Board of the pro bono Unemployment Compensation Project run by students of the University of Pennsylvania Law School.

Ms. Davidson-Welling is admitted to practice before the courts of Pennsylvania and before the United States District Court for the Western District of Pennsylvania.

Tybe Ann Brett

Tybe Ann Brett is Of Counsel to Stember Feinstein Doyle & Payne. Her practice is concentrated on ERISA cases involving employer-sponsored disability, health, severance and pension plans. She has also represented plaintiffs, both individually and in class actions, in a wide array of other types of litigation, including environmental contamination, toxic torts, trademark infringement, insurance and securities fraud.

Ms. Brett graduated with a B.A., *magna cum laude*, with honors in history, from Barnard College in 1976. In 1979, she received her J.D. from Columbia University School of Law, where she was student articles editor of the Journal of Transnational Law. From 1983 to 1990, she was an associate professor at the University of Maine School of Law, where she also directed an Environmental Law Clinic. Since 1990, when she returned to her native Western Pennsylvania, she has been in private practice in Pittsburgh, but has continued her academic interests by publishing a number of articles on class actions and by teaching toxic torts as an Adjunct Professor at the University of Pittsburgh School of Law. Ms. Brett is admitted to practice in Pennsylvania and Maine, as well as to the U.S. Supreme Court, the Second, Third, Fourth and Seventh Circuits, as well as district courts in Pennsylvania and other states.

Lawrence A. Frolik

Larry Frolik is Of Counsel to Stember Feinstein Doyle & Payne and is a Professor of Law at the University of Pittsburgh School of Law, where he specializes in and teaches courses in Employee Benefits and Elder Law. He is also a Visiting Professor at the University of Miami Law School's L.L.M. program in Estate Planning.

Professor Frolik received a J.D. and LLM from Harvard Law School. He is the co-author of *The Law of Employee Pension and Welfare Benefits* (Matthew Bender 2004). His work in the area of guardianship has earned him recognition as a national expert on the legal issues of older Americans. One of the founders of the area now known as "Elder Law," he is the co-author of the treatise, *Advising the Elderly or Disabled Client* (Warren, Gorham, and Lamont, 2nd ed. 1999), a work that is widely praised by the practicing bar. He is also co-author of the first textbook on the legal problems of the elderly, *Elderlaw: Cases and Materials* (Lexis 2nd ed. 1999), and co-author as well of *Counseling the Older Client* (ALI/ABA 1997). He also wrote *Residence Options for Older or Disabled Clients* (Warren, Gorham, and Lamont 1997), which reflects his current scholarly interest in the housing issues faced by elderly persons. He has also written numerous scholarly articles, and lectures frequently on elder law issues and on estate planning for families with disabled children.

Because of his expertise in Elder Law, Professor Frolik was appointed a congressional delegate to the White House Conference on Aging in 1995. He is Chair of the Pennsylvania Bar Association Elder Law Section, Chair of the American Bar Association Tort and Insurance Practice Section's Seniors' Issues Committee, and is past president of both the American Association of Law Schools Section on Law and Aging and of the Pennsylvania Developmental Disabilities Advocacy Council. Professor Frolik holds memberships in the American College of Trust and Estate Counsel and in the National Academy of Elder Law Attorneys, at whose national symposiums on elder law he is a frequent presenter.

EXHIBIT B

CURRICULUM VITAE OF
WILLIAM T. PAYNE

Mr. Payne is a partner in the Pittsburgh law firm of Stember Feinstein Doyle & Payne, LLC, and he specializes in litigating class action lawsuits that seek to protect retirement benefits of employees and retirees.

Past Legal Experience:

1979 to 1982: Mr. Payne practiced labor law in Washington, D.C., and in San Francisco.

1982 to 1991: Mr. Payne was a member of the Legal Department of the United Steelworkers in Pittsburgh. From October 1984 until 1991, he was the Steelworkers' Assistant General Counsel with primary responsibility for ERISA litigation throughout the United States. During that time, he personally litigated numerous ERISA class actions on behalf of active and retired members of the Steelworkers Union.

1991 to 2006: Mr. Payne joined the Los Angeles law firm of Schwartz, Steinsapir, Dohrmann & Sommers, LLP, in 1991. The firm is a widely respected labor and employment law firm, known for representing employees, retirees, trust funds, labor organizations, and nonprofit corporations. Mr. Payne practiced in both the L.A. and Pittsburgh offices of the firm, where he continued to litigate class actions on behalf of retirees and employees. He served as a partner with the firm through the end of 2000, and then served as Of Counsel through 2006.

Education:

Legal: In 1979, Mr. Payne received his J.D. from the School of Law at the University of California--Berkeley (Boalt Hall). During law school, Mr. Payne served as Associate Editor of the Industrial Relations Law Journal (now known as Berkeley Journal of Employment and Labor Law), and received the AmJur Award.

Undergraduate: In 1975, Mr. Payne graduated summa cum laude from the University of Pittsburgh with a Bachelor of Arts degree.

William T. Payne
Curriculum Vitae
Page -2-

Bar Association Memberships and Honors:

Mr. Payne is an active member of both the California and Pennsylvania bars, as well as multiple federal jurisdictions, including the U. S. Supreme Court and most of the Circuit Courts.

He is also a member of the American Bar Association ("ABA"), actively participates in its Labor and Employment Law Section, and serves as Chairperson of the Subcommittee for Benefit Claims and Individual Rights within that Section's Benefits Committee. He is also member of the Lawyers Coordinating Committee ("LCC") of the AFL-CIO, and of the National Employment Lawyers Association ("NELA"). Mr. Payne has also served on the Board of the L.A. County Bar Association.

Mr. Payne is a Charter Fellow of the American College of Employee Benefits Counsel. To become a Fellow of the College, an attorney must have practiced in the field of employee benefits for at least 20 years, must have engaged in writing and speaking activities in the field, and must have provided exceptionally high-quality professional services to clients, bar and public.

Mr. Payne is rated "AV" by Martindale-Hubbell. The "AV" rating is the highest rating obtainable. It indicates very high legal ability and faithful adherence to ethical standards, and is given to attorneys upon recommendation by their peers.

Publications and Speeches:

Mr. Payne has authored numerous papers relating to labor and employment law, such as "Lawsuits Challenging Termination or Modification of Retiree Welfare Benefits," 10 The Labor Lawyer 91 (1994); "Enjoining Employers Pending Arbitration," 3 Ind.Rel.L.J. 169 (1979); "Retiree Health Benefits: Sixth Circuit Deals the Retirees Out," 14 The Labor Lawyer 475 (1999) (with Steven J. Sacher); "Protecting Rights to Early Retirement Benefits," 2 Employee Rights Quarterly 58 (2001); and "Battling for Benefits," Trial (December 2005) (with J. Stember and S. Pincus). He frequently lectures on labor and employment law topics at educational conferences. Among these conferences are the ABA's ERISA Basics, ERISA Litigation, and annual Benefits Committee meetings, as well as conferences sponsored by the LCC and NELA. He has served as both a Contributing Author and Chapter Editor of Employee Benefits Law (BNA Books), authored by the ABA Labor Section's Benefits Committee.

William T. Payne
Curriculum Vitae
Page -3-

Litigation (Reported Cases):

The cases listed below include only those in which courts have issued opinions published through the various reporting services, and in which Mr. Payne has served as counsel for parties. Mr. Payne has served as counsel for parties in many other cases (not listed below) that were settled or otherwise resolved without reported opinions.¹ In still other cases not listed, he served as counsel for amicus curiae or as a consulting attorney.

ACF Industries v. Chapman, 2004 U.S. Dist. LEXIS 27245 (E.D. Mo. 2004) (retiree health class action)

Adams v. Bowater Inc., 313 F.3d 611 (1st Cir. 2002), on remand, 292 F. Supp. 2d 191 (D. Maine 2003) (action under ERISA § 204(g), alleging improper elimination of accrued benefits)

Armistead v. Vernitron Corp., 944 F.2d 1287 (6th Cir. 1991) (retiree health case Mr. Payne personally briefed and argued on appeal)

Asarco v. United Steelworkers of America, 2005 U.S. Dist. Lexis 20873 (D. Ariz. 2005) (retiree health class action)

Beck v. Reliance Steel Products Co., 860 F.2d 576 (3d Cir. 1988) (severance pay case Mr. Payne personally briefed and argued on appeal)

Bellas v. CBS, 73 F.Supp.2d 500 (W.D.Pa. 1999), related decision, 73 F.Supp.2d 493 (W.D.Pa. 1999), aff'd, 221 F.3d 517 (3d Cir. 2000), cert. denied, 531 U.S. 1104, 121 S.Ct. 843 (2001), on remand, 201 F.R.D. 411 (W.D.Pa. 2000) (class action under ERISA § 204(g), alleging improper elimination of accrued benefits)

Bower v. Bunker Hill Co., 725 F.2d 1221 (9th Cir. 1984), on remand, 114 F.R.D. 587, 675 F. Supp. 1254 (E.D. Wash. 1986) (retiree health class action)

¹ Examples of settlements include Alford v. Strichman, Case No. 84-20 (W.D. Pa.) (retiree health class settlement for Crucible Steel retirees worth approximately \$60 million); Bench v. Disney, Case No. CV-97-8203 TJH (AIJx) (C.D. Calif.) (retiree health class settlement in two stages, with the first stage worth approximately \$68 million, and the second stage worth approximately \$33 million); Orlowski v. St. Francis Health System, No. GD 02-17811 (Pa. Common Pleas, Allegheny County) (\$13 million pension settlement); Ruiz v. BP, No. 91-1453-PHX-RGS (retiree health class settlement involving thousands of retirees).

William T. Payne
Curriculum Vitae
Page -4-

Brubaker v. Metropolitan Life Ins. Co., 482 F.3d 586 (D.C. Cir. 2007) (pension suit)

Brytus v. Spang & Co., 79 F.3d 1137 (not for publication) (3d Cir. 1996), cert. denied, 519 U.S. 818 (1996), (recovery of \$12.5 million in surplus pension assets for pensioners), later proceedings, 151 F.3d 112 (3d Cir. 1998), later proceedings, 203 F.3d 238 (3d Cir. 2000)

Chapman v. ACF Indus., 430 F. Supp. 2d 570 (D. W. Va. 2006) (retiree health action)

Crown Cork & Seal v. United Steelworkers of America, 32 E.B.C. 1950, 2004 U.S. Dist. LEXIS 760 (W.D. Pa. 2004) (retiree health class action)

Deeming v. American Standard, Inc., 905 F.2d 1124 (7th Cir. 1990) (ERISA § 510 case Mr. Payne personally briefed and argued on appeal)

Delgrosso v. Spang & Co., 769 F.2d 928 (3d Cir. 1985), cert. denied, 476 U.S. 1140 (1986), later proceedings, 903 F.2d 234 (3d Cir.), cert. denied, 498 U.S. 967 (1990), and 776 F. Supp. 1065 (W.D. Pa. 1991) (recovery of surplus pension assets for pensioners)

Dennis v. Sawbrook Steel Castings Co., 792 F. Supp. 552, 119 Lab. Cas. (CCH) P10,785, 13 E.B.C. 1950 (S.D. Ohio 1991) (pension lawsuit)

Faiola v. Youngstown Steel Door Company, 112 Lab.Cas. P 11,346 (N.D. Ohio 1989), subsequent decision, 137 L.R.R.M. 2999 (1990) (pension lawsuit)

Gavalik v. Continental Can Co., 812 F.2d 834 (3d Cir.), cert. denied, 484 U.S. 979 (1987) (ERISA § 510 class action, ultimately resolved as part of \$415 million settlement)

Gillott v. Westinghouse Elec. Corp., 23 E.B.C. 1500, 1999 U.S. Dist. LEXIS 14111 (W.D. Pa. 1999), aff'd without op., 229 F.3d 1138, 2000 U.S. App. LEXIS 20601, 25 E.B.C. 1572 (3d Cir. Pa. 2000) (pension lawsuit under ERISA)

Gritzer v. CBS, Inc., 275 F.3d 291 (3d Cir. 2002) (pension lawsuit Mr. Payne personally briefed and argued on appeal)

Haytcher v. ABS Industries, Inc., 889 F.2d 64 (6th Cir. 1989) (recovery of shutdown pensions)

IUE-CWA v. GM, 238 F.R.D. 583 (E.D. Mich. 2006) (retiree health settlement worth billions of dollars)

Keffer v. H. K. Porter Co., 872 F.2d 60 (4th Cir. 1989), affirming, 110 CCH Lab. Cases ¶10,878 (S.D.W.Va., April 19, 1988) (retiree health class action Mr. Payne personally briefed and argued on appeal)

Knollwood Cemetery Association v. United Steelworkers Of America, 789 F.2d 367 (6th Cir. 1986) (lawsuit confirming arbitration award Mr. Payne personally briefed and argued on appeal)

William T. Payne
Curriculum Vitae
Page -5-

Leonard v. SWB, 341 F.3d 696 (8th Cir. 2003), later appeal, 408 F.3d 528, 533 (8th Cir. 2005) (long-term disability benefit case)

Libby, McNeil & Libby, California Cannery & Growers v. United Steelworkers of America, AFL-CIO, 809 F.2d 1432 (9th Cir. 1987) (recovery of shutdown pensions)

Magliulo v. Metropolitan Life Ins. Co., 208 F.R.D. 55, 27 E.B.C. 1804 (S.D.N.Y. 2002) (retiree health class action alleging overcharging of Medicare participants)

Mamula v. Satralloy, 578 F. Supp. 563 (S.D. Ohio 1983) (retiree health class action)

McLendon v. Continental Group, 749 F.Supp. 582 (D.N.J. 1989), aff'd, 908 F.2d 1171 (3d Cir. 1990) (ERISA § 510 class action, resolved as part of \$415 million settlement)

Mioni v. Bessemer Cement Co., 4 E.B.C. 2390 (W.D. Pa. 1983), later decision, 120 LRRM 2818 (W.D.Pa. 1984), and 6 E.B.C. 2677, 123 LRRM 2492 (W.D.Pa. 1985) (retiree health class action)

Moore v. Rohm & Haas, 446 F.3d 643 (6th Cir. 2006), later proceedings, 497 F.Supp.2d 855 (N.D. Ohio 2007) (retiree health class action)

NLRB v. Ensign Electric Division Of Harvey Hubble, Inc., 767 F.2d 1100 (4th Cir. 1985), later proceedings, 783 F.2d 1121 (4th Cir. 1985) (labor board case which Mr. Payne personally briefed and argued on appeal)

Penn. Fed'n, Bhd. of Maint. of Way Empls. v. Norfolk Southern Corp. Thoroughbred Retirement Investment Plan, 2005 U.S. Dist. LEXIS 296 (D. Pa. 2005) (pension class action)

Pieseski v. Northrop Grumman, 2002 U.S. Dist. LEXIS 11891, 27 E.B.C. 2663 (W.D.Pa. 2002) (ERISA § 204(g) action)

Policy v. Powell Pressed Steel Co., 770 F.2d 609 (6th Cir. 1985), cert. denied, 475 U.S. 1017 (1986) (retiree health class action)

Pollak v. Freightcar Am., Inc., 2007 U.S. Dist. LEXIS 61337 (W. D. Pa. 2007) (ERISA § 510)

Pringle v. Continental Tire North America, 2007 U.S. Dist. LEXIS 55337, 2007 WL 2236880 (N.D. Ohio. July 31, 2007) (retiree health)

Rexam, Inc. v. United Steelworkers of America, 31 E.B.C. 2562 (D. Minn. 2003), later proceedings, 2005 WL 2318957 (D. Minn. 2005) (retiree health class action)

Rinard v. Eastern Co., 978 F.2d 265 (6th Cir. 1992), cert. denied, 507 U.S. 1029 (1993) (lawsuit for surplus pension assets which Mr. Payne personally briefed and argued on appeal)

William T. Payne
Curriculum Vitae
Page -6-

Senn v. United Dominion, 951 F.2d 806 (7th Cir. 1992), petition for rehearing denied, 962 F.2d 655 (1992), cert. denied, 509 U.S. 903 (1993) (retiree health class action which Mr. Payne personally briefed and argued on appeal)

Shaver v. Siemens Corp., 2007 U.S. Dist. LEXIS 23578 (D. Pa. 2007) (pension action)

Shawley v. Bethlehem Steel Corp., 989 F.2d 652 (3d Cir. 1993) (ERISA § 510 class action)

Shultz v. Teledyne, 657 F. Supp. 289 (W.D. Pa. 1987) (retiree health class action)

Smith v. ABS Industries, 890 F.2d 841 (6th Cir. 1989) (retiree health class action which Mr. Payne personally briefed and argued on appeal)

Steelworkers v. Connors Steel Co., 855 F.2d 1499 (11th Cir. 1988) (retiree health class action which Mr. Payne personally briefed and argued on appeal)

Steelworkers, Local 8939 v. Keystone Group, 1985 U.S. Dist. LEXIS 20549 (D. Ind. 1985) (action to compel arbitration)

Steelworkers v. Textron, Inc., 836 F.2d 6 (1st Cir. 1987) (retiree health class action which Mr. Payne personally briefed and argued on appeal)

UAW v. Ford Motor Co., 2006 U.S. Dist. LEXIS 70471 (E.D. Mich. July 13, 2006), aff'd, 497 F.3d 615 (6th Cir. 2007) (retiree health case worth billions of dollars)

UAW v. GM, 2006 WL 334283 (E.D. Mich. Feb. 13, 2006), later proceedings, 2006 WL 891151 (E.D. Mich. March 31, 2006) and 235 F.R.D. 383 (E.D. Mich. 2006), aff'd, 497 F.3d 615 (6th Cir. 2007) (retiree health case worth billions of dollars)

UFCW v. DeBuono, 101 F. Supp. 2d 74 (N.D.N.Y. 2000) (health care suit under Commerce Clause)

Viggiano v. Shenango China Div. of Anchor Hocking Corp., 750 F.2d 276 (3d Cir. 1984) (employees' insurance case which Mr. Payne personally briefed and argued on appeal)

Walther v. Pension Plan for Salaried Employees of the Dayton-Walther Corp., 880 F. Supp. 1170 (S.D. Ohio 1994) (pension lawsuit)

Young v. UAW-Labor Employment And Training Corp., 95 F.3d 992 (10th Cir. 1996) (labor case which Mr. Payne personally briefed and argued on appeal)

William T. Payne
Curriculum Vitae
Page -7-

Courts To Which William T. Payne Is Admitted:

California

Pennsylvania

United States Supreme Court

U. S. Court of Appeals -- First Circuit

U. S. Court of Appeals -- Third Circuit

U. S. Court of Appeals -- Fourth Circuit

U. S. Court of Appeals -- Sixth Circuit

U. S. Court of Appeals -- Seventh Circuit

U. S. Court of Appeals -- Eighth Circuit

U. S. Court of Appeals -- Ninth Circuit

U. S. Court of Appeals -- Tenth Circuit

U. S. Court of Appeals -- Eleventh Circuit

U. S. Court of Appeals -- D.C. Circuit

U. S. D. C. -- Eastern District of California

U. S. D. C. -- Northern District of California

U. S. D. C. -- Central District of California

U. S. D. C. -- Eastern District of Michigan

U. S. D. C. -- Western District of Pennsylvania

U. S. D. C. -- Northern District of Ohio

U. S. D. C. -- Southern District of Ohio

EXHIBIT C



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FIRM BIOGRAPHY

Spector Roseman & Kodroff is a highly successful law firm with a nationwide practice that focuses on class actions and complex litigation, including securities, antitrust, consumer protection, contract and commercial claims. The firm is active in major litigation in state and federal courts throughout the country. The firm's reputation for excellence has been recognized on numerous occasions by courts which have appointed the firm as lead counsel in major class actions. As a result of the firm's efforts, defrauded consumers and shareholders have recovered billions of dollars in damages. The firm is rated "AV" by Martindale-Hubbell, its highest rating for competence and integrity.

Judges throughout the country have recognized contributions of the law firm in class action cases:

- "Here, Plaintiffs' counsel are highly experienced in complex antitrust litigation, as evidenced by the attorney biographies filed with the Court. . . . They have obtained a significant settlement for the Class despite the complexity and difficulties of this case." *Stop & Shop Supermarket Co. v. SmithKline Beecham Corp.*, C.A. No. 03-4578 (E.D. Pa. May 19, 2005);

- "Counsel are among the most experienced lawyers the national bar has to offer in the prosecution and defense of significant class actions." *In re Lupron Marketing and Sales Practices Litigation*, 345 F. Supp. 2d 135, 137-38 (D. Mass. 2004);

- "[T]he class attorneys in this case have worked with enthusiasm and have been creative in their attempt to compensate as many members of the consumer class as possible. . . . This Court has consistently noted the exceptional efforts of class counsel." *In re Relafen Antitrust Litigation*, 231 F.R.D. 52, 80 (D. Mass. 2005).

- "Co-lead counsel Eugene Spector is a skilled and respected member of the bar who deftly managed this class action litigation." *In re New York City Shoes Inc. Securities Litigation*, C.A. No. 87-4677 (E.D. Pa.);

- "I'm very appreciative of this kind of good work by lawyers." *Larkin v. Collins*, C.A. No. 93-1252 (D. Kan.);

- “[Counsel for plaintiffs are] highly experienced and capable attorneys of good reputation . . . [who] have performed both with proficiency and efficiency. . . .” *In re Oak Industries Securities Litigation*, Master File No. 83-0537-G(M) (S.D. Cal.) (court approved settlement in excess of \$32 million);

- “But for the extraordinary work and skill of the plaintiffs’ attorneys, there would have been no benefit to the class at all. . . . You have advanced the goal of litigation with dispatch and with dignity. . . .” *Swanick v. Felton*, C.A. No. 91-1350 (E.D. Pa.).

PARTNERS

EUGENE A. SPECTOR, senior partner, has extensive experience in complex litigation, and has represented both plaintiffs and defendants in securities and antitrust cases. Mr. Spector was formerly a litigator with the firm of Schnader, Harrison, Segal and Lewis; and with Gross & Sklar, P.C., where he established and headed the securities litigation section of the firm.

Mr. Spector has served as lead or co-lead counsel for plaintiffs in numerous cases with successful results, such as:

- *In re Linerboard Antitrust Litigation*, C.A. No. 98-5055 (E.D. Pa.), a nationwide antitrust action ultimately settled for \$202 million.
- *In re Relafen Antitrust Litigation*, C.A. No. 01-12239 (D. Mass.), a drug marketing case that settled for \$75 million for indirect purchasers;
- *In re Flat Glass Antitrust Litigation*, MDL No. 1200 (W.D. Pa.), an price-fixing/market allocation antitrust action that settled for \$120 million;
- *Cohen v. MacAndrews & Forbes Group, Inc.*, C.A. No. 7390 (Del. Ch.), a class action on behalf of shareholders challenging a going-private transaction under Delaware corporate law in which a benefit in excess of \$11,000,000 was obtained for the class;
- *Goldberg v. Americana Hotels and Realty Corp.*, C.A. No. 86-3166-Y (D. Mass.) (co-lead), a securities fraud class action in which a \$9,500,000 settlement was approved by the Court;
- *Shanno v. Magee Industrial Enterprises, Inc.*, C.A. No. 79-2038 (E.D. Pa.) (trial counsel for defendants), a securities fraud action;
- *In re U.S. Healthcare Securities Litigation*, C.A. No. 88-559 (E.D. Pa.) (trial counsel);
- *PNB Mortgage and Realty Trust by Richardson v. Philadelphia National Bank*, C.A. No. 82-5023 (E.D. Pa.), a shareholders derivative and proxy violation action;

- *In re GCA Corporation Securities Litigation*, C.A. No. 85-4693-C (D. Mass.) (co-lead), a securities fraud action in which a settlement valued at more than \$6,000,000 was obtained;
- *Tolan v. Computervision, Inc.*, C.A. No. 85-1396 (D. Mass.), in which the Court approved a settlement of \$7,500,000 on behalf of the class;
- *In re RAC Mortgage Investment Corp. Securities Litigation*, MDL Docket No. 824 (D. Md.) (co-lead), where the Court approved a settlement of \$11,000,000 on behalf of the class.

Mr. Spector has served as lead counsel or co-lead counsel in a number of other securities fraud class action cases and shareholder derivative actions: *Swanick v. Felton*, C.A. No. 91-1350 (E.D. Pa.); *In re Surgical Laser Technologies, Inc. Securities Litigation*, C.A. No. 91-CV-2478 (E.D. Pa.); *Tolan v. Adler*, C.A. No. C-90-20710-WAI (PVT) (N.D. Cal.); *Rosenthal v. Dean Witter, Reynolds, Inc.*, C.A. No. 91-F-591 (D. Colo.); *Soenen v. American Dental Laser, Inc.*, No. 92 CV 71917 DT (E.D. Mich.); *In re Sunrise Technologies Securities Litigation*, Master File No. C-92-0948-THE (N.D. Cal.); *The Berwyn Fund v. Kline*, C.A. No. 4671-S-1991 (Dauphin Cty. C.C.P.); *In re Pacific Enterprises Securities Litigation*, Master File No. CV-92-0841-JSL (C.D. Cal.); *In re New America High Income Fund Securities Litigation*, Master File No. 90-10782-MA (D. Mass.); and *In re RasterOps Corp. Securities Litigation*, C.A. No. C-92-20349-RMW(EAI) (N.D. Cal. 1992).

Mr. Spector is currently serving as lead or co-lead counsel in a number of antitrust cases, including *In re Mercedes-Benz Antitrust Litigation*, Master File No. 99-4311 (D. N.J.); and *In re K-Dur Antitrust Litigation*, MDL Docket No. 1419 (D. N.J.).

Further, Mr. Spector has actively participated as plaintiffs' counsel in national class action antitrust cases, including *In re Dynamic Random Access Memory (DRAM) Antitrust Litigation*, No. M-02-1486 PJH (N.D. Cal.) (executive committee); *In re Vitamins Antitrust Litigation*, Misc. No. 99-0197 (TFH) (D.D.C.) (Chair of the discovery committee); *In re Neurontin Antitrust Litigation*, MDL No. 1479 (D. N.J.) (executive committee); *Ryan-House v. GlaxoSmithKline, plc*, No. 02-CV-442 (ED Va.) (co-chair class certification committee); *In re Bulk [Extruded] Graphite Products Antitrust Litigation*, Master File No. 02-CV-06030 (D. N.J.) (chair of experts committee); *In re Publication Paper Antitrust Litigation*, No 04-MD-1631 (D. Conn.); *In re Polyester Staple Antitrust Litigation*, No. 03-CV-1576 (W.D.N.C.); *Chlorine & Caustic Soda Antitrust Litigation*, Civ. A. No. 86-5428 (E.D. Pa.); *In re Brand Name Prescription Drug Antitrust Litigation*, MDL No. 997 (N.D. Ill.); *Polypropylene Carpet Antitrust Litigation*, MDL No. 1075 (N.D. Ga.); *NASDAQ Market Markers Antitrust Litigation*, MDL No. 1023 (S.D.N.Y.); *Potash Antitrust Litigation*, MDL No. 981 (D. Minn.); *Commercial Tissue Products Antitrust Litigation*, MDL No. 1189 (N.D. Fla.); *High Fructose Corn Syrup Antitrust Litigation*, MDL No. 1087 (C.D. Ill.).

In 2002, Mr. Spector obtained a jury verdict of \$4.5 million in *Heiser v. SEPTA*, No. 3167 July Term 1999 (Phila. C.C.P.), an employment class action.

Mr. Spector is admitted to practice in the Commonwealth of Pennsylvania; the United States Supreme Court; the United States Courts of Appeals for the First, Third, Fifth, Ninth and Tenth Circuits; and the United States District Court for the Eastern District of Pennsylvania. He is a graduate of Temple University (B.A. 1965) and an honors graduate of Temple University School of Law (J.D. 1970), where he was an editor of the *Temple Law Quarterly*. He served as law clerk to the Honorable Herbert B. Cohen and the Honorable Alexander F. Barbieri, Justices of the Pennsylvania Supreme Court (1970-71).

Mr. Spector has written a number of articles over the years which appeared in the *National Law Journal*, the *Legal Intelligencer*, and other trade and legal publications; and he has appeared on CNBC to discuss securities fraud. He is a member of the American, Federal, Pennsylvania and Philadelphia Bar Associations; the American Bar Association's Antitrust and Litigation Sections and the Securities Law Sub-Committee of the Litigation Section; and the Federal Courts Committee of the Philadelphia Bar Association.

ROBERT M. ROSEMAN, a founding partner of SRK, chairs the Firm's domestic and international securities practice. His practice focuses on investor protection issues, including enforcement of federal securities laws and state laws involving fiduciary duties of directors.

Mr. Roseman has served or is serving as co-lead counsel in numerous major cases, including:

- *In re PSINet, Inc. Securities Litigation*, Civ. No. 00-1850-A (E.D. Va.)
- *In re Unisys Corporation Securities Litigation*, No. 99-CV-5333 (E.D. Pa.)
- *O'Brien v. Ashcroft (Tyco Corp. Derivative Litigation)*, No. 03-E-0005 (N.H. Super. Ct.)
- *Brudno v. Wise (El Paso Corp. Derivative Action)*, C.A. No. 19953NC (New Castle Cty., Del. Ch.)
- *In re Xcel Energy, Inc. Securities Derivative & "ERISA" Litigation*, MDL No. 1511 (D. Minn.)
- *In re Capstead Mortgage Corporation Securities Litigation*, No. 3:98-CV-1716-L (N.D. Tex.)
- *In re S3 Securities Litigation*, Master File CV770003 (Sup. Ct. Cal.)
- *In re Conner Peripherals, Inc. Securities Litigation*, Master File No. C-93-20367-JW-(EAD) (N.D. Cal. 1993)
- *In re Information Resources, Inc. Securities Litigation*, Master File No. 94-C-2432 (N.D. Ill. 1994)

- *Felzen v. Andreas (Archer Daniels Midland Co. Derivative Litigation)*, C.A. No. 95-2279 (C.D. Ill.)
- *In re IMP Securities Litigation*, Case No. C-96-20826-SW (PVT) (N.D. Cal.)
- *Sports and Recreation Securities Litigation*, No. 95-424-CIV-T-25C (M.D. Fla.)
- *In re Autodesk, Inc. Securities Litigation*, Master File No. C-92-0553 SAW (JSB) (N.D. Cal.)
- *In re Sam & Libby Securities Litigation*, C.A. No. C-92-1564-WHO (N.D. Cal.)
- *Shore v. Ukropina (Pacific Enterprises, Inc.)*, Case No. BC047961 (Cal. Super. Ct.)
- *In re Syntex Corp. Securities Litigation*, Master File No. 92-20548 (PVT) (N.D. Cal.)
- *In re Shared Medical Systems Corp. Securities Litigation*, Master File No. 87-5601 (E.D. Pa.)
- *In re USACafes, L.P. Litigation*, Consol. C.A. No. 11146 (Del. Ch. 1989)
- *Miller v. New America High Income Fund*, C.A. No. 90-10782-MA (D. Mass.) (chairman of the executive committee)
- *Lucia v. Prospect Street High Income Portfolio, Inc.*, C.A. No. 90-10781-MA (D. Mass.)
- *In re Leslie Fay Securities Litigation*, No. 92 Civ. 8036 (WCC) (S.D.N.Y. 1992) (member of the executive committee)

In addition, Mr. Roseman has played a major role in *In re Edison Schools, Inc. Securities Litigation*, No. 02 Civ. 3692 (S.D.N.Y.); *In re Bristol-Myers Squibb Derivative Litigation*, No. 02 Civ. 8571 (S.D.N.Y.); *In re Iomega Securities Litigation*, C.A. No. 86-273 (D. Conn.); *In re RAC Mortgage Investment Corp. Securities Litigation*, MDL Docket No. 824 (D. Md.); and *In re Wedgestone Financial Securities Litigation*, Master File No. 89-0987-S (D. Mass.).

Mr. Roseman is co-counsel representing Italian, French, and Belgium institutional investors in *In re Parmalat Securities Litigation*, No. 04 Civ. 0030 (LAK) (S.D.N.Y.); the Brussels-based KBC Asset Management in *In re Royal Dutch/Shell Securities Litigation*, C.A. No. 04-374 (D. N.J.); and Greek-based Avalon Holdings Inc. in *In re Converium Holding AG Litigation*, No. 04 Civ. 07897 (MBM) (S.D.N.Y.). He has been a frequent speaker at U.S. and international conferences on issues related to investor protection and corporate governance, including institutional investor conferences in London, Paris and Amsterdam. He was also asked to speak before the United Nations Corporate Governance conference in San Palo in June 2004.

Mr. Roseman is admitted to practice in the Commonwealth of Pennsylvania and the State of New York; the United States Supreme Court; the Court of Appeals for the Third and Seventh Circuits; and the United States District Courts for the Eastern District of Pennsylvania and the Central District of Illinois. He is also a member of the Philadelphia, Pennsylvania, New York State, and Federal Bar Associations. He has lectured extensively throughout Europe on the role of private litigation in enforcing U.S. securities laws. He earned a B.S. degree with honors in political science from the State University of New York in 1978, and a J.D. degree in 1982 from Temple University School of Law. He is AV-rated by Martindale-Hubbell.

JEFFREY L. KODROFF concentrates his practice in healthcare antitrust, securities and consumer litigation. He was among the first attorneys to represent clients in class action litigation against national health maintenance organizations. He also filed the first class action complaint against the manufacturers of Lupron relating to the marketing practices and use of the published Average Wholesale Price. Mr. Kodroff was co-lead counsel in *In re Lupron Marketing and Sales Practices Litigation*, MDL No. 1430 (D. Mass.), which settled for \$150 million; and *In re Pharmaceutical Industry Average Wholesale Price Litigation*, MDL No. 1456 (D. Mass.).

He has also served as lead or co-lead counsel in other pharmaceutical marketing cases, including *New England Carpenters Health Benefits Fund v. First Databank, Inc.*, C.A. 05-11148 (D. Mass.); and *District 37 Health and Securities Fund v. Medi-Span*, C.A. No. 07-10988 (D. Mass. 2007); *Stop & Shop Supermarket Co. v. Smithkline Beecham Corp.* C.A. 03-4578 (E.D. Pa.) (\$100 million settlement for direct purchasers); *In re Express Scripts, Inc., PBM Litigation*, Master Case No. 05-md-01672-SNL (E.D. Mo.); *In re Ditropan XL Antitrust Litigation*, C.A. No. 06-1761-JSW (N.D. Cal.); *In re Lovenox Antitrust Litigation*, Case No. CV05-5598 (C.D. Cal.); *In re Bextra and Celebrex Marketing Sales Practices and Product Liability Litig.*, MDL Docket No. 1699 (N.D. Cal.); *In re Lipitor Marketing Litigation*, C.A. No. 05-22658 (S.D. Fla.).

Mr. Kodroff has actively litigated a number of securities cases, including *In re Unisys Corporation Securities Litigation*, No. 99-CV-5333 (E.D. Pa.); *In re Dreyfus Aggressive Growth Mutual Fund Litigation*, No. 98 Civ. 4318 (HB) (S.D.N.Y.); *In re Valuevision International, Inc. Securities Litigation*, Master File No. 94-CV-2838 (E.D. Pa.); *In re GTECH Holdings Corp. Securities Litigation*, Master File No. 94-0294 (D.R.I.); *In re The Leslie Fay Companies, Inc. Securities Litigation*, No. 92 Civ. 8036 (S.D.N.Y.); *In re Surgical Laser Technologies, Inc. Securities Litigation*, No. 91-CV-2478 (E.D. Pa.); and *The Berwyn Fund v. Kline*, No. 4671-S-1991 (Dauphin Cty. C.C.P.).

He has served as lead or co-lead counsel in a number of other class actions, including *Kaufman v. Comcast Cablevision of Phila., Inc.*, No. 9712-3756 (Phila. C.C.P.); *In re Managed Care Litigation*, Master File No. 00-1334-MD (S.D. Fla.); *Kalodner v. Michaels Stores, Inc.*, No. 3:95-CV-1903-R (N.D. Tex.); *Tulino v. U.S. Healthcare, Inc.*, No. 95-CV-4176 (E.D. Pa.); *LaChance v. Harrington*, No. 94-CV-4383 (E.D. Pa.); *Smith v. Recordex*, No. 5152, June Term 1991 (Phila. Cty. C.C.P.); *Guerrier v. Advest Inc.*, C.A. No. 90-709 (D. N.J.); and *Pache v. Wallace*, C.A. No. 93-5164 (E.D. Pa.).

Prior to joining the firm, Mr. Kodroff was associated with its predecessor firm, Eugene A.

Spector & Associates. His past experience also includes handling corporate transactions, regulatory issues and commercial litigation with the law firm of McNees, Wallace & Nurick in Harrisburg, Pennsylvania.

Mr. Kodroff is admitted to practice in the Commonwealth of Pennsylvania and the United States District Courts for the Middle and Eastern Districts of Pennsylvania. He is a member of the Pennsylvania, Philadelphia and American Bar Associations, and is AV-rated by Martindale-Hubbell. He also serves on the advisory board for the Bureau of National Affairs *Class Action Litigation Report*. Mr. Kodroff has appeared before the U.S. House of Representatives, Subcommittee on Housing and Community Opportunity, Committee on Banking and Financial Services on the issue of predatory lending. He graduated from LaSalle University in 1986 with a B.S. in finance, and received his J.D. in 1989 from Temple University School of Law. He is AV-rated by Martindale-Hubbell.

JEFFREY J. CORRIGAN joined SRK in 2000 as a partner to help direct the Firm's complex antitrust litigation. From 1990 until 2000, he was a Trial Attorney with the U.S. Department of Justice in the New York office of the Antitrust Division.

Mr. Corrigan has extensive experience investigating and prosecuting complex antitrust and other white collar criminal cases. He was lead counsel on numerous federal grand jury investigations and has significant federal trial experience as well. His cases include *United States v. Tobacco Valley Sanitation*, Cr. H-90-4 (D. Conn. 1991); and *United States v. Singleton*, Crim. No. 94-10066 (D. Mass. 1995)). He was nominated by the Antitrust Division in 1999 for the Attorney General's Distinguished Service Award for his work on a major case involving bid-rigging at state courthouses in Queens and Brooklyn in New York City, which resulted in 49 guilty pleas. *United States v. Abrishamian*, No. 98 CR 826 (E.D.N.Y. 1998). Mr. Corrigan also played a major part in *United States v. Canstar Sports USA, Inc.*, C.A. No. 93-7 (D. Vt. 1993), a complex civil antitrust case.

He is currently taking a leadership role in *In re OSB Antitrust Litigation*, Master File No. 06-CV-00826 (PSD) (E.D. Pa.), where he represents a nationwide class of direct purchasers; *In re Express Scripts, Inc., PBM Litigation*, Master Case No. 05-md-01672-SNL (E.D. Mo.); *In re Mercedes-Benz Antitrust Litigation*, Master File No. 99-4311 (D. N.J.); and *Twin Cities Bakery Workers Fund and Lynch, et al. v. Biovail Corp.*, C.A. No. 01-2197 (D. D.C.). He was also active in *In re Linerboard Antitrust Litigation*, C.A. No. 98-5055 (E.D. Pa.), which settled for \$202 million; *In re Buspirone Antitrust Litigation*, MDL Docket No. 1413 (S.D.N.Y.) which in 2003 settled for \$670 million for all plaintiff groups; and *In re Flat Glass Antitrust Litigation*, MDL No. 1200 (W.D. Pa.).

Mr. Corrigan is a 1985 graduate of The State University of New York at Stony Brook, where he earned his B.A. in economics. He received his J.D. in 1990 from Fordham University School of Law, where he was a member of the Moot Court Board. Mr. Corrigan is admitted to practice in the States of New York and New Jersey, and in the United States Court of Appeals for the Third Circuit; and the United States District Courts for the District of New Jersey, Southern District of New York and the Eastern District of New York. He is also a member of the New Jersey, New York and American Bar Associations.

THEODORE M. LIEVERMAN is a partner in the Firm, focusing on class actions involving unions and union benefit funds. During his 25 years of practice, he has concentrated on civil litigation and appeals involving complex issues of federal law, including claims under the Labor Management Relations Act, the Racketeer Influenced and Corrupt Organizations Act (RICO), federal civil rights statutes, constitutional law, the Employee Retirement Income Security Act (ERISA), the Labor-Management Reporting and Disclosure Act (LMRDA), and antitrust statutes. He has tried numerous cases to judges, juries, and administrative judges.

Mr. Lieverman currently represents employee pension and benefit funds in a number of class actions, including *In re K-Dur Antitrust Litigation*, C.A. No. 01-1652 (D. N.J.); *In re TriCor Antitrust Litigation*, C.A. No. 05-360 (D. Del.); *In re DDAVP Antitrust Litigation*, No. 05 Civ. 2237 (S.D.N.Y.); *In re Provigil Antitrust Litigation*, C.A. No. (E.D. Pa.); *In re Pharmaceutical Industry Average Wholesale Price Litigation*, MDL No. 1453 (D. Mass.). He has also helped direct as co-lead counsel *In re Vioxx*, Case Code No. 619 (N.J. Super. Law Div.) (co-lead counsel for nationwide consumer class); *Puleo v. Perrigo Co.*, C.A. No. 04-01474 (D.D.C.). He was also co-lead counsel in *In re Relafen Antitrust Litigation*, C.A. No. 01-12239 (D. Mass.), which settled for \$75 million; *Cement Masons Local 699 Health & Welfare Fund v. Mylan Laboratories*, Docket No. MER-L-000431-99 (N.J. Super. L.), which in 2000 was part of a \$147 million nationwide settlement; and lead counsel in *Penn Federation BMW v. Norfolk Southern Corp.*, C.A. No. 02-9049 (E.D. Pa.), which alleged ERISA violations and settled for full relief to the class, including important changes in the company's 401(k) plan. In 2001, he was asked to file an amicus brief on behalf of a number of distinguished historians in the important copyright case of *New York Times Co. v. Tasini*, 533 U.S. 483 (2001).

Mr. Lieverman served as co-counsel for a nationwide class of retirees who sued Campbell Soup for lost medical benefits. *Local 56 UFCW v. Campbell Soup Co.*, 954 F. Supp. 1000, 1003 (D. N.J. 1997). He litigated one of the leading case on the use of labor-management cooperation programs in unionized workplaces. *E.I. duPont deNemours & Co.*, 311 NLRB No. 88 (1993).

Other notable cases in which Mr. Lieverman served as lead counsel include *Manufacturers Association of Tri-County v. Knepper*, 801 F.2d 130 (3d Cir. 1986), *cert. denied*, 484 U.S. 815 (1987); *Local 397 IUE v. Midwest Fasteners, Inc.*, 763 F. Supp. 78 (D. N.J. 1990), 779 F. Supp. 788 (D. N.J. 1992); *Doe v. Borough of Barrington*, 729 F. Supp. 376 (D. N.J. 1990); *Knoll v. Springfield Township School District*, 699 F.2d 137 (3d Cir. 1983), *vacated and remanded*, 471 U.S. 288 (1985), *on remand*, 763 F.2d 584 (3d Cir. 1985); and *Araujo v. Welch*, 742 F.2d 802 (3d Cir. 1984).

As a labor lawyer, he has represented many labor organizations, including Council 13, American Federation of State, County and Municipal Employees; Philadelphia Metal Trades Council; Pennsylvania AFL-CIO; Pennsylvania Federation, Brotherhood of Maintenance of Way Employees; Allied Pilots Association; United Food and Commercial Workers International Union; United Food and Commercial Workers Local 56; Chemical Workers Association; Glass, Molders, Pottery, Plastic and Allied Workers Union; Hotel Employees and Restaurant Employees Local 54.

During 1995-1997, Mr. Lieverman served as general counsel to the Court-appointed

Election Officer who conducted the 1996 officer elections for the 1.4 million members of the International Brotherhood of Teamsters. *United States v. International Brotherhood of Teamsters*, No. 88 Civ. 4486 (S.D.N.Y.) (numerous reported cases). He also served as general counsel for the Philadelphia Area Projection on Occupational Safety and Health in 1983-1992.

He is admitted to practice in Pennsylvania, New Jersey and Massachusetts; the United States Supreme Court; United States Courts of Appeals for the Second, Third, Eleventh, D.C. and Federal Circuits; and the United States District Courts for the Eastern and Middle Districts of Pennsylvania, the District of New Jersey, and the Southern District of New York. He has served as an arbitrator for the United States District Court for the Eastern District of Pennsylvania and the Philadelphia Court of Common Pleas.

He has published a number of articles on the law as well as public policy issues, including (with Howard S. Simonoff) "The RICO-ization of Federal Labor Law: An Argument for Broad Preemption," 8 *The Labor Lawyer* 335 (1992), reprinted in 17 *RICO Law Reporter*, Jan. 1993, at 9; "Are You Ready for This? Some Clients to Avoid," *Trial*, vol. 25, no. 9, at 91 (September 1989); (with William Tomar) "'Caution: We've Discovered a Slight Problem . . . ' The Continuing Duty To Warn in Products Liability Cases," *New Jersey Trial Lawyer* 85 (April 1990); "Law and Power: Some Reflections on Nicaragua, the United States and the World Court," 10 *Maryland Journal of International Law and Trade* 295 (1986).

Mr. Lieverman is AV- rated by Martindale-Hubbell and is listed in *Who's Who in America*, *Who's Who in American Law*, and *The Best Lawyers in America*. He has lectured on various legal issues to lawyers and union officials and has been an adjunct professor of law at Rutgers Law School-Camden. He earned a B.A. with general and departmental honors in History from Vassar College and a J.D. degree from Northeastern University Law School. Mr. Lieverman is a member of the AFL-CIO Lawyers Coordinating Committee and the Philadelphia Bar Association.

ANDREW D. ABRAMOWITZ, a partner in the Firm, graduated *cum laude* from Franklin and Marshall College in 1993, where he earned a B.A. in Government. Mr. Abramowitz received his J.D. in 1996 from the University of Maryland School of Law, where he was Assistant Editor for *The Business Lawyer*, published jointly with the American Bar Association. He was formerly an associate at Polovoy & Turner, LLC, in Baltimore, where he practiced commercial litigation and corporate transactional law, and was a law clerk at the Office of the Attorney General of Maryland in the Department of Business and Economic Development.

Among recent cases in which Mr. Abramowitz has participated are *In re Parmalat Securities Litigation*, No. 04 Civ. 0030 (LAK) (S.D.N.Y.); *In re Royal Dutch/Shell Securities Litigation*, C.A. No. 04-374 (D. N.J.); *In re Converium Holding AG Litigation*, No. 04 Civ. 07897 (MBM) (S.D.N.Y.); *In re PSINet, Inc. Securities Litigation*, Civ. No. 00-1850-A (E.D. Va.); *In re Unisys Corporation Securities Litigation*, No. 99-CV-5333 (E.D. Pa.); *O'Brien v. Ashcroft (Tyco Corp. Derivative Litigation)*, No. 03-E-0005 (N.H. Super. Ct.); *Brudno v. Wise (El Paso Corp. Derivative Action)*, C.A. No. 19953NC (Del. Ch.); *In re Xcel Energy, Inc. Securities Derivative & "ERISA" Litigation*, MDL No. 1511 (D. Minn.); *In re Bristol-Myers Squibb Derivative Litigation*, No. 02 Civ. 8571 (S.D.N.Y.); *Penn Federation BMW v. Norfolk*

Southern Corp., C.A. No. 02-9049 (E.D. Pa.); *Rosenthal v. Dean Witter Reynolds, Inc.*, No. 91-CV-429 (Dist. Ct. Douglas Cty., Colo.); *In re Visa Check/MasterMoney Antitrust Litigation*, No. CV-96-5238 (S.D.N.Y.); *Moskowitz v. Mitcham Industries, Inc.*, C.A. No. H-98-1244 (S.D. Tex.); and *In re Flat Glass Antitrust Litigation*, C.A. No. 97-550 (W.D. Pa.).

Mr. Abramowitz is admitted to practice in the State of Maryland and the United States District Court for the District of Maryland. He is a member of the Maryland Bar Association.

JOHN MACORETTA represents both individuals and businesses in a wide variety of litigation and transactional matters, including secured and unsecured lending, collections, bankruptcy and insurance matters. He also represents investors in stock-broker arbitration and class-action securities fraud litigation.

He is involved in a number of significant cases, including *In re Pharmaceutical Industry Average Wholesale Price Litigation*, MDL No. 1456 (D. Mass.); *In re Lupron Marketing and Sales Practices Litigation*, MDL No. 1430 (D. Mass.); *In re Unisys Corporation Securities Litigation*, No. 99-CV-5333 (E.D. Pa.); *Masters v. Wilhelmina Model Agency, Inc.*, No. 02 CV 4911 (S.D.N.Y.); *In re Dynamic Random Access Memory (DRAM) Antitrust Litigation*, C.A. No. M-02-1486 PJH (N.D. Cal.).

Mr. Macoretta graduated with honors from the University of Texas Law School in 1990 and received his undergraduate degree *cum laude* from LaSalle University in 1986. He is admitted to practice in the Commonwealth of Pennsylvania and the State of New Jersey; the United States Court of Appeals for the Third Circuit; and the United States District Court for the Eastern District of Pennsylvania. In addition to being a member of the Philadelphia Bar Association, Mr. Macoretta also serves as an arbitrator in the Philadelphia Court of Common Pleas.

WILLIAM G. CALDES is a 1986 graduate of the University of Delaware, where he earned a B.A. with a double major in Economics and Political Science. Mr. Caldes received his J.D. in 1994 from Rutgers School of Law at Camden, and then served as law clerk to the Honorable Rushton H. Ridgway of New Jersey Superior Court, Cumberland County. Mr. Caldes was formerly associated with the law firm Meredith, Cohen, Greenfogel & Skirnick, where he practiced in the areas of antitrust, securities, and other complex litigation.

Among the recent cases in which Mr. Caldes has participated are *McDonough v. Toys "R" Us, Inc.*, C.A. No. 06-0242-AB (E.D. Pa.); *In re McKesson HBOC, Inc. Securities Litigation*, Master File No. 99-CV-20743 (N.D. Cal.); *In re K-Dur Antitrust Litigation*, MDL Docket No. 1419 (D. N.J.); *In re Relafen Antitrust Litigation*, C.A. No. 01-12239 (D. Mass.); *In re Buspirone Antitrust Litigation*, MDL Docket No. 1413 (S.D.N.Y.); *In re Linerboard Antitrust Litigation*, C.A. No. 98-5055 (E.D. Pa.); *In re Dynamic Random Access Memory (DRAM) Antitrust Litigation*, No. M-02-1486 PJH (N.D. Cal.); *In re Baycol Products Litigation*, No. 1431 (D. Minn.); *In re Vitamins Antitrust Litigation*, Misc. No. 99-0197 (TFH) (D.D.C.).

He has also participated in such cases as *General Refractories Co. v. Washington Mills Electro Minerals Corp.*, No. 95-CV-580S(S) (E.D.N.Y.); *In re Brand Name Prescription Drugs*

Antitrust Litigation, No.94-C-897 (N.D. Ill.); *In re NASDAQ Market-Makers Antitrust Litigation*, MDL No. 1023 (S.D.N.Y.); *In re Flat Glass Antitrust Litigation*, MDL No. 1200 (W.D. Pa.); and *In re Carpet Antitrust Litigation*, MDL No. 1075 (N.D. Ga.). Mr. Caldes is admitted to practice in the Commonwealth of Pennsylvania, the State of New Jersey, the United States Court of Appeals for the Third Circuit, and the United States District Courts for the District of New Jersey and the Eastern District of Pennsylvania.

JAY S. COHEN has focused his practice on complex and class action litigation, particularly antitrust cases, consumer protection and shareholder rights. Mr. Cohen is currently co-lead counsel in *In re OSB Antitrust Litigation*, Master File No. 06-CV-00826 (PSD) (E.D. Pa.). He was also actively involved in *In re Linerboard Antitrust Litigation*, C.A. No. 98-5055 (E.D. Pa.); *In re Industrial Silicon Antitrust Litigation*, Master File No. 95-2104 (W.D. Pa.); *In re Chlorine and Caustic Soda Antitrust Litigation*, Master File No. 86-5428 (E.D. Pa.); *In re Nylon Carpet Antitrust Litigation*, No. 4:98-CV-0267-HLM (N.D. Ga.); *In re Polypropylene Carpet Antitrust Litigation*, No. 4:95-CV-193-HLM (N.D. Ga.); and *Paper Systems, Inc. v. Mitsubishi Corp.*, No. 96-C-0959 (E.D. Wis.).

Mr. Cohen has been lead counsel in class actions successfully prosecuted on behalf of consumers nationwide and in Pennsylvania, including *Duboff v. SmithKline Beecham, PLC.*, No. 5004 December Term 1990 (Phila. C.C.P.); *Tracy v. AAMCO Transmissions, Inc.*, No. 4840 October Term 1990 (Phila. C.C.P.); and, as co-lead counsel, in *Mauger v. Home Shopping Network, Inc.*, No. 91-6152-20-1 (Bucks Cty. C.C.P.).

Mr. Cohen led the class action securities department of Gross & Sklar in 1987, where he had litigated shareholder rights cases since 1983. Mr. Cohen was actively involved in successful class actions on behalf of defrauded investors, including *In re Oak Industries Securities Litigation*, Master File No. 83-0537 (S.D. Cal.); *In re Nucorp Energy Securities Litigation*, MDL No. 514 (S.D. Cal.); *Wilkes v. Heritage Bancorp, Inc.*, No. 90-11151-F (D. Mass.); *Philadelphia Electric Co. Derivative Litigation*, No. 7090 March Term 1987 (Phila. Cty. C.C.P.); *In re Flight Transportation Corp. Securities Litigation*, Master Docket No. 4-82-874 (D. Minn.); *Priest v. Zayre Corp.*, C.A. No. 86-2411-2 (D. Mass.); *Tolan v. Computervision Corp.*, C.A. No. 85-1396-N (D. Mass.); *In re U.S. Healthcare, Inc. Securities Litigation*, Master File No. 88-0559 (E.D. Pa.); and *In re SmithKline Beecham Securities Litigation*, Master File No. 88-7474 (E.D. Pa.).

Mr. Cohen was also associated with the firm of Kohn, Savett, Marion & Graf (now Kohn, Swift & Graf) (1978-1982). There, he participated in a number of cases with multi-million dollar results, including *In re Fine Paper Antitrust Litigation*, MDL No. 323 (E.D. Pa.); *In re Folding Carton Antitrust Litigation*, Master File No. 250 (N.D. Ill.); *In re Glassine and Greaseproof Paper Antitrust Litigation*, MDL No. 475 (E.D. Pa.); *In re Water Heaters Antitrust Litigation*, MDL No. 379 (E.D. Pa.); *In re Corrugated Containers Antitrust Litigation*, MDL No. 310 (N.D. Tex.).

Mr. Cohen served as a Captain in the United States Army Judge Advocate General's Corps in Falls Church, Virginia from 1974 to 1977, where his practice was limited to criminal appeals. He also served as Case Notes Editor of *The Advocate*, which was a worldwide publication devoted to military law.

Mr. Cohen is admitted to practice in the Commonwealth of Pennsylvania; the United States Court of Appeals for the Third Circuit; the United States District Court for the Eastern District of Pennsylvania; the Court of Military Appeals; and the Army Court of Military Review. Mr. Cohen received a B.A. degree *cum laude* from Temple University in 1971, and graduated with a J.D. degree from Temple University School of Law in 1974. He is a member of the Philadelphia Bar Association.

ASSOCIATES

DAVID FELDERMAN is a 1991 graduate of the University of Pennsylvania where he earned a B.A. degree in Economics. He received his J.D. degree *cum laude* from Temple University School of Law in 1996. Upon graduation from law school, Mr. Felderman served as a law clerk to the Honorable Bernard J. Goodheart in the Court of Common Pleas, Philadelphia County. He was formerly associated with the law firm of McEldrew & Fullam, P.C., where his practice focused on medical malpractice litigation.

Among the recent cases in which Mr. Felderman is involved are *Funeral Consumers Alliance, Inc. v. Service Corporation International*, C.A. No. H-05-3394 (S.D.Tex.); and *In re Insurance Brokerage Antitrust Litigation*, MDL Docket 1663 (D. N.J.); *Ong v. Sears Roebuck and Co.*, C.A. No. 03-4142 (N.D. Ill.); *In re Converium Holding AG Litigation*, No. 04 Civ. 07897 (MBM) (S.D.N.Y.); and *In re Pharmaceutical Industry Average Wholesale Price Litigation*, MDL Docket No. 1456 (D. Mass.);

He has also been involved in *In re AOL Time Warner Securities Litigation*, MDL Docket 1500 (S.D.N.Y.) (settled for \$2.4 billion); *In re Microstrategy, Inc. Securities Litigation*, C.A. No. 00-473-A (E.D. Va.); *In re Revlon, Inc. Securities Litigation*, No. 99 Civ.10192 (S.D.N.Y.); *In re S3 Securities Litigation*, Master File CV770003 (Sup. Ct. Cal.); *In re McKesson HBOC, Inc. Securities Litigation*, Master File No. 99-CV-20743 (N.D. Cal.); *In re Lupron Marketing and Sales Practices Litigation*, MDL Docket No. 1430 (D. Mass); *In re Managed Care Litigation*, C.A. No. 00-1334-MD (S.D. Fla.); *In re Monosodium Glutamate Antitrust Litigation*, MDL Docket No. 1328 (D. Minn); *In re Flat Glass Antitrust Litigation*, MDL No. 1200 (W.D. Pa.); *In re Mercedes-Benz Antitrust Litigation*, Master File No. 99-4311 (D. N.J.); and *In re Linerboard Antitrust Litigation*, C.A. No. 98-5055 (E.D. Pa.).

Mr. Felderman is admitted to practice in the Commonwealth of Pennsylvania and the State of New Jersey, as well as in the United States Court of Appeals for the Third Circuit; and the United States District Courts for the Eastern District of Pennsylvania and the District of New Jersey. He is currently a member of the American and Philadelphia Bar Associations. Mr. Felderman served a three year term (2000-2002) as a member of the Executive Committee of the Philadelphia Bar Association's Young Lawyers Division. As part of this commitment, he co-Chaired Legal Line, P.M. which won a national award from Lexis-Nexis during the second year that he co-Chaired the program. Mr. Felderman also previously served as a member of the Philadelphia Bar Association's State Civil Committee and the Pennsylvania Trial Lawyers Association's New Lawyer Section Leadership Council. He is also a Charter Member of the Philadelphia Bar Foundation's Young Lawyers Division of the Andrew Hamilton Circle.

DANIEL J. MIRARCHI concentrates his practice in antitrust, securities and consumer litigation. Prior to joining the Firm, He was associated with the law firms of Wilson, Elser, Moskowitz, Edelman & Dicker; and Marks, O'Neill, O'Brien & Courtney, where he handled products liability, complex insurance coverage and commercial matters. His past experience also includes appointment as staff counsel to the AHP Settlement Trust, the entity responsible for administering the class action settlement reached in the *In re Diet Drugs Products Liability Litigation*, MDL No. 1203 (E.D. Pa.).

Among the recent cases in which Mr. Mirarchi has participated are *In re Parmalat Securities Litigation*, No. 04 Civ. 0030 (LAK) (S.D.N.Y.); *In re Converium Holding AG Litigation*, No. 04 Civ. 07897 (MBM) (S.D.N.Y.); *Welmon v. Chicago Bridge & Iron Co. N.V.*, No. 06 Civ. 1283 (S.D.N.Y.). He has also been active in *In re K-Dur Antitrust Litigation*, C.A. No. 01-1652 (D.N.J.); and *In re Vioxx Litigation*, No. 619 (N.J. Super. L.).

He earned his B.A. from Temple University in 1995 and his law degree from the St. John's University School of Law in 1999. During law school, Mr. Mirarchi was a legal extern for Justice Arthur Cooperman of the New York State Supreme Court, Queens County, and served as an intern to the Philadelphia District Attorney's Office and the Pennsylvania Attorney General's Office.

Mr. Mirarchi is admitted to practice in the State of Pennsylvania and the United States District Court for the Eastern District of Pennsylvania. He is a member of the Philadelphia and Pennsylvania Bar Associations.

RACHEL E. KOPP earned her law degree from Villanova University Law School in 2003. She served as president of the Law School's Sports and Entertainment Law Society, and received a Public Interest Fellowship from the Law School in 2002. She earned her B.A. degree in 2000 from the University of Maryland, majoring in Government and Politics, with a concentration in Languages.

During law school, Ms. Kopp served as a legal intern with the Civil Rights Division of the U.S. Department of Justice in Washington, D.C.; MTV Networks; the mediation program of the U.S. Court of Appeals for the Third Circuit; Philadelphia Volunteer Lawyers for the Arts; and Volunteer Lawyers for the Arts in New York. She is admitted to practice in Pennsylvania and New Jersey, as well as the U.S. District Court for the Eastern District of Pennsylvania. She is a member of the American, Pennsylvania, and New Jersey Bar Associations.

She has been heavily involved in *In re Parmalat Securities Litigation*, No. 04 Civ. 0030 (LAK) (S.D.N.Y.); *In re Pharmaceutical Industry Average Wholesale Price Litigation*, MDL No. 1456 (D. Mass.); and *In re Converium Holding AG Litigation*, No. 04 Civ. 07897 (MBM) (S.D.N.Y.).

MARY ANN GIORNO graduated *cum laude* from St. Joseph's University in 2000, with a B.S. degree in Finance. She received her Juris Doctor degree from the Widener University School of Law in 2003, where she served as the Articles Editor of the Widener Law Symposium Journal. She also was a legal intern for the Honorable James J. Fitzgerald of the Philadelphia

Court of Common Pleas.

Prior to joining the Firm, Ms. Giorno was associated with the law firms of Margolis Edelstein; and Weber Gallagher Simpson Stapleton Fires & Newby, LLP, both located in Philadelphia. She has successfully tried numerous arbitrations and a major jury trial.

Ms. Giorno is currently admitted to practice law in Pennsylvania, New Jersey, and the United States District Court for the Eastern District of Pennsylvania. Ms. Giorno currently serves as an Arbitrator for the Philadelphia Court of Common Pleas and is a member of the American, Pennsylvania, and Philadelphia Bar Associations.

JONATHAN M. JAGHER was a supervising Assistant District Attorney for the Middlesex District Attorney in Cambridge, Massachusetts. As a prosecutor, he tried approximately forty cases to a jury and conducted numerous investigations. Mr. Jagher was previously associated with the law firm of Bellotti & Barretto, P.C., in Cambridge, Massachusetts, handling civil litigation. He is currently working on *In re OSB Antitrust Litigation*, Master File No. 06-CV-00826 (PSD) (E.D. Pa.). Mr. Jagher received a B.A. degree *magna cum laude* from Boston University in 1998, and a J.D. degree from Washington University School of Law in 2001. He is currently admitted to practice law in Pennsylvania, Massachusetts, the United States Court of Appeals for the Third Circuit, and the United States District Court for the District of Massachusetts.

EXHIBIT D

ABBEY SPANIER RODD & ABRAMS, LLP

Firm Resumé

Abbey Spanier Rodd & Abrams, LLP ("Abbey Spanier") specializes in large, complex litigation in the fields of securities, mergers and acquisitions, corporate governance, consumer protection, unfair employment practices and antitrust. The Firm has litigated thousands of cases in both state and federal courts throughout the United States. Since the early 1960s, Abbey Spanier has been committed to litigating with the highest level of excellence and integrity. We are committed to protecting shareholders and victims of corporate wrongdoing.

The Firm prides itself on the aggressive pursuit of our clients' goals and on the excellence of our work. Abbey Spanier fights to achieve the very best possible result for our clients no matter how difficult the obstacles or well financed the opposition.

Over the last four decades, this Firm has been lead or co-lead counsel in cases resulting in billions of dollars in recoveries on behalf of investors and aggrieved parties. Abbey Spanier has served as a lead counsel in some of the largest securities fraud class action settlements. Among the more prominent of these cases are: In re BankAmerica Corp. Sec. Litig. (\$490 million recovery); In re Adelphia Communications Corp. Sec. and Derivative Litig. (\$455 million recovery) and In re Waste Management Inc., Sec. Litig. (\$220 million recovery).

THE FIRM'S RECENT ACHIEVEMENTS

In re Adelphia Communications Corp. Securities and Derivative Litigation, 03 MD 1529 (LMM) (S.D.N.Y.). This ongoing action arises out of one of the most egregious financial frauds ever uncovered at a public company. From 1998 through 2002, Adelphia Communications Corporation – the nation's sixth largest cable company – systematically and fraudulently failed to report billions in loans. At present, plaintiffs have entered into partial settlements in the aggregate amount of \$455 million with the Company's independent auditors, Deloitte & Touche, LLP., investment banking firms which underwrote offerings of Adelphia securities, and lending banks. Judge Lawrence M. McKenna observed: "If the Lead Plaintiff(s) had been represented by less tenacious and competent counsel, it is by no means clear that [they] would have achieved the success [they] did here on behalf of the Class."

Braun and Hummel v. Wal-Mart Stores, Inc., Case Nos. 3127 and 3757 (Court of Common Pleas, Philadelphia County). Plaintiffs in this class action on behalf of 186,000 current and former hourly employees obtained a \$78 million jury verdict against Wal-Mart and an express finding that Wal-Mart acted in bad faith in failing to pay class members for missed rest breaks and off the clock work. The verdict was hailed as the largest jury verdict in the Commonwealth of Pennsylvania in 2006. On October 3, 2007, the Court of Common Pleas ordered Wal-Mart to pay an additional \$62.3 million in statutory damages to class members. The trial court stressed the importance of compensating workers for their time: "The law in its majesty applies equally to highly paid executives and minimum-wage clerks," he wrote. "Just as highly paid executives' promised equity interests . . . are protected fringe benefits and wage supplements . . . , so too [are] the monetary equivalents of 'paid break' time cashiers and other

employees were prohibited from taking.” On November 14, 2007, a judgment for in excess of \$187 million was entered by the trial judge in Braun/Hummel against Wal-Mart that included an award of fees and expenses to be paid by Wal-Mart in the amount of \$36 million.

In re Tele-Communications, Inc. Shareholders Litigation, C.A. No. 16370 (Del. Ch.). This litigation arose out of the 1998 merger of Tele-Communications, Inc. (“TCI”) and AT&T Corp. Plaintiffs alleged that defendants breached their fiduciary duty to the holders of TCI shares by insisting that a 10% premium be paid to the holders of super voting TCI shares, held primarily by TCI insiders. The premium was alleged to be the product of unfair dealings and agreed to without any meaningful protections for class members. After over coming defendants’ motion for summary judgment the case was settled days before trial was to begin in the Chancery Court. Chancellor Chandler, commenting on the \$52 million settlement in February 2007, stated: “Attorneys on both sides were excellent and performed at the highest levels of professionalism, representing their clients in this matter, and I compliment you all for that.”

In re Merrill Lynch & Co., Inc Research Reports Securities Litigation, 2 MDL 1484 (JFK) (S.D.N.Y.). This case, brought on behalf of Merrill Lynch mutual fund investors, was resolved while on appeal from its dismissal by the district court, and following the Second Circuit’s dismissal of a related case. Judge John Keenan, commenting on the \$39 million settlement in January 2007, stated: “[I]t is beyond dispute that plaintiffs’ counsel conducted this litigation with great skill and tenacity. The high quality of representation provided by lead counsel is evident from both the record of this case and the resumes that the lead counsel have submitted to the Court...Abbey Spanier [has] tremendous experience in the field of complex securities class litigation.”

In re Asia Pulp & Paper Securities Litigation, 01-CV-7351 (JES) (S.D.N.Y.). This securities class action raised several complex issues with respect to the efficiency of the market for foreign securities and the enforceability of a judgment against a foreign entity. Observing that lead counsel litigated the case “efficiently”, the District Court approved the \$46 million settlement of this action in July 2006.

Semerenco v. Cendant Corp., 98-4734 (WHW) (D.N.J.). Just prior to the announcement that it was restating its financial statements, Cendant was the victor in a 1998 takeover battle for American Bankers Insurance Co. (“ABI”). Abbey Spanier represented ABI shareholders in this securities class action who alleged that ABI’s stock price was artificially inflated by Cendant’s false financial statements. In a precedent setting decision, the Third Circuit Court of Appeals reversed the dismissal of the action and expanded the right to sue beyond direct purchasers from the issuer. The \$26 million settlement of this action was approved by the District Court in July 2006.

Tooley v. Donaldson, Lufkin & Jenrette, Inc., et al., C.A. No. 18414-NC (Del. Ch.). This class action, brought on behalf of DLJ shareholders alleging the board’s breach of fiduciary duty, was initially dismissed on standing grounds without any resolution as to the sufficiency of plaintiffs’ pleaded claims. On their second appeal to the Delaware Supreme Court, plaintiffs obtained a reversal of the dismissal of their pleading. The landmark decision by the Supreme Court represented a departure from earlier Delaware authority on the distinction between direct and derivative actions. The Tooley Court expressly disapproved both the concept of special injury and the concept that a claim is necessarily derivative if it affects all stockholders equally.

As a result of Tooley, the analysis now turns solely on who suffered the alleged harm and who would benefit from any recovery or other remedy (the corporation or the suing stockholders).

In re Vivendi Universal, S.A., Securities Litigation, Civil Action No. 02-cv-5571 (HB)(S.D.N.Y.). In this action, in which Abbey Spanier serves as Co-Lead Plaintiffs' Counsel, plaintiffs obtained a ground-breaking decision in March 2007 on class certification, in which United States District Judge Richard J. Holwell certified a class including not only U.S. investors, but also investors residing in France, England and the Netherlands who purchased Vivendi securities on foreign exchanges as well as on the New York Stock Exchange.

PROMINENT CASES

The success of Abbey Spanier in prosecuting large, complex litigation in the fields of securities, mergers and acquisitions, corporate governance, consumer protection, unfair employment practices and antitrust is demonstrated by the significant results the Firm has achieved for its clients and others. The following is a representative list of some of the more notable cases and settlements achieved as a result of Abbey Spanier's efforts:

Securities Fraud Litigation

In re Adelphia Communications Corp Securities and Derivative Litigation, 03 MD 1529 (LMM) (S.D.N.Y.) (\$455 million recovery);

In re BankAmerica Corp. Sec. Litig., MDL No. 1264 (E.D. Mo.) (\$490 million recovery);

In re Waste Management, Inc. Sec. Litig., Master File No. 97-C-7709 (N.D. Ill.) (\$220 million recovery);

In re Petro-Lewis Sec. Litig., No. 84-C-326, (D. Colo.) (\$100 million recovery);

In re Chambers Development Sec. Litig., 92 Civ. 0679 (W.D. Pa.) (\$95 million recovery);

In re Wedtech Corp. Sec. Litig., No. 86 Civ. 8628 (S.D.N.Y.) (\$77.5 million recovery);

In re IDB Communications Group, Inc. Sec. Litig., Master File No. CV 94-3618 (C.D. Cal.) (\$75 million recovery);

In re Westinghouse Sec. Litig., No. 91-354 (W.D. Pa.) (\$67.5 million recovery);

In re Nat'l. Health Laboratories Sec. Litig., CV-92-1949 (S.D. Cal.) (\$64 million recovery);

In re Nat'l. Medical Enterprises Sec. Litig., CV-91-5452-TJH (C.D. Cal.) (\$60.7 million recovery);

In re Salomon, Inc. Sec. Litig., Nos. 91 Civ. 5442, 91 Civ. 5471, (S.D.N.Y.) (\$54.5 million recovery);

In re Integrated Resources Sec. Litig., Master File No. 89 Civ. 4255 (S.D.N.Y.) (\$54 million recovery);

In re LILCO Sec. Litig., No. 84 Civ. 0588 (E.D.N.Y.) (\$48.5 million recovery);

In re Crazy Eddie Sec. Litig., No. 87 Civ. 0033 (E.D.N.Y.) (\$42 million recovery);

In re Leslie Fay Cos. Sec. Litig., No. 92 Civ. 8036 (S.D.N.Y.) (\$35 million recovery);

In re Datapoint Sec. Litig., C.A. No. SA-82-C.A. 3348 (S.D.Tex.) (\$22 million.) The Firm acted as lead trial counsel in a securities fraud action tried to a plaintiffs' verdict before a jury against Peat Marwick Mitchell & Co.;

In re PSINet Sec. Litig., Civ. No. 00-cv-1850-A (E.D.Va) (\$17.8 million recovery);

Hirsch v. PSS World Medical, Inc., Civ. No. 3:98-cv-502-J-32TEM (M.D. Fl.) (\$16.5 million recovery); and

Cheney v. Cyberguard Corp. et al., C.A. No. 98-6897 (S.D. Fla.) (\$10 million recovery).

Individual Action

State of New Jersey v. Gemstar - TV Guide Int'l et al., Case No. GC030987 (Cal. Super. Ct.) (In an individual action on behalf of the State of New Jersey the State recovered approximately 50% of its losses, or about nine times more than shareholders received in the average class action settlement.)

Corporate Governance and Shareholder Rights

In re Cox Communications, Inc. Shareholders Litig., Consolidated C.A. No. 613-NC, Delaware Court of Chancery (\$700 million increase in purchase price);

In re Seagate Technology, Inc. Sec. Litig., C.A. No. 17932-NC, Delaware Court of Chancery (\$200 million increase in purchase price);

In re AXA Financial, Inc. Shareholders Litig., C.A. No. 18268-NC, Delaware Court of Chancery (\$631 million increase in purchase price);

In re Warner-Lambert Company Shareholders Litig., C.A. No. 17519-NC Delaware Court of Chancery (Warner-Lambert shareholders received approximately \$20 billion more than the value of the originally proposed merger with American Home Products.);

In re Cyprus Amax Minerals Company Shareholders Litig., C.A. No. 17383-NC, Delaware Court of Chancery (\$900 million benefit to shareholders);

In re Tele-Communications, Inc. Shareholders Litigation, C.A. No. 16370 (Del. Ch.) (\$52 million benefit to shareholders);

Lang v. The Reader's Digest Association, Inc., et al, C.A. 19574-NC, Delaware Court of Chancery (\$21 million increase to shareholders in recapitalization);

In re RJR Nabisco, Inc. Sec. Litig., C.A. No. 10389 Delaware Court of Chancery (\$55 million increase in purchase price);

In re Liberty Media Corp. Sec. Litig., C.A. No. 13168 Delaware Court of Chancery (\$44 million increase in purchase price);

In re Fort Howard Corp. Sec. Litig., C.A. No. 9991 Delaware Court of Chancery (\$13.4 million increase in purchase price);

In re Waste Management, Inc. Shareholders Deriv. Litig., C.A. No. 17313, Delaware Court of Chancery (\$24.6 million benefit);

In re Morrison Knudson Corporation Deriv. Litig., C.A. No. 14032, Delaware Court of Chancery (Corporate governance changes requiring that board be comprised of non-employee directors and new directors; old board required to surrender significant retirement benefits);

In re Paramount Communications, Inc. Sec. Litig., C.A. No. 13117, Delaware Court of Chancery (shareholders received an additional \$2 billion);

Schoenfeld v. XO Comm., Index No. 01-018358, New York Supreme Court (Successful attack on restructuring plan resulting in \$8.33 million benefit to shareholders and participation in rights offering);

Glancy v. Sternlicht, Civ No 204982 (Md. Cir. Ct.) (Shareholder derivative action asserting claims on behalf of Starwood Hotels & Resorts Worldwide for various directors' alleged usurpation of corporate opportunity resulting in substantial changes to corporate governance);

Joseph v. Shell Oil Co., 501 A.2d 409 (Del. Sup. 1985) (Landmark decision – first successful injunction action challenging disclosure. \$200 million shareholder recovery);

Carmody v. Toll Brothers, Inc., 723 A.2d 1180 Delaware Court of Chancery (Landmark decision - successfully challenged “dead hand” poison pill); and

Cede & Co. v. JRC Acquisition Corp., C.A. No. 18648-NC (Del. Ch.) (Represented The Royce Funds at trial in an appraisal action in connection with a “going private” transaction.)

Wage and Hour Litigation

Braun and Hummel v. Wal-Mart Stores, Inc., Case Nos. 3127 and 3757 (Court of Common Pleas, Philadelphia County) (Plaintiffs obtained a \$78 million jury verdict against Wal-Mart and an express finding that Wal-Mart acted in bad faith in failing to pay class members for missed rest breaks and off the clock work. The verdict was hailed as the largest jury verdict in the

Commonwealth of Pennsylvania in 2006. On October 3, 2007, the Court of Common Pleas ordered Wal-Mart to pay an additional \$62.3 million in statutory damages to class members. On November 14, 2007, a judgment for in excess of \$187 million was entered by the trial judge in Braun/Hummel against Wal-Mart that included an award of fees and expenses to be paid by Wal-Mart in the amount of \$36 million.)

Consumer Litigation

Henry v. Sears, Roebuck & Co., No. 98 C 4110 (N.D. Ill.) (\$156 million settlement on behalf of Sears Credit card holders, representing approximately 66% of all class members damages distributed automatically to each class member without filing a proof of claim form);

Kropinski v. Johnson & Johnson, Docket No. L-8886-96, New Jersey Superior Court; and

Specht v. Netscape Communications Corp., 150 F. Supp. 2d 585 (S.D.N.Y. 2001), aff'd, 306 F.3d 17 (2d Cir. 2002).

Antitrust Litigation

In re Nine West Shoes Antitrust Litigation This action was brought on behalf of purchasers of shoes sold by Nine West and its affiliates. The action alleged a combination of vertical and horizontal price-fixing and resulted in a decision imposing per se price-fixing liability despite the fact that the defendants only had a twenty percent market share. In re Nine West Shoes Antitrust Litigation, 80 F. Supp. 2d 181 (S.D.N.Y. 2000). As a result of that decision, Nine West entered into an agreement with the Attorneys General of all 50 States and all United States Territories to settle the price-fixing claims for \$54 million, to be distributed to women's groups throughout the country.

THE FIRM'S LAWYERS

The Firm's attorneys represent one of the most experienced and skilled legal teams concentrating in class action litigation. Each member of the Firm has successfully prosecuted complex class and derivative actions and individual actions involving some the largest corporations in the United States.

Partners

ARTHUR N. ABBEY – Mr. Abbey, the Senior and Founding Partner of Abbey Spanier, is a leading practitioner in the field of securities, antitrust, and consumer litigation. Mr. Abbey is recognized as an authority on contests for corporate control and directors' and officers' insurer's liability. As a result of his expertise in shareholder litigation, Mr. Abbey has negotiated hundreds of class action settlements achieving extraordinary results for class members.

He is frequently asked to lecture and serve on panels regarding Delaware and securities law issues. Most recently, Mr. Abbey has spoken at: June 21, 2007, a guest commentator on CNBC speaking on shareholder litigation involving leveraged buy-outs; March 2007 "Spotlight on Litigation;" 2007 Federal Bar Counsel's Winter Meeting, Panelist – "The Lawyer's Role in Corporate Governance;" January 2007 P.L.I. seminar "Contests for Corporate Control"; 2006 PLUS Seminar on D&O Liability & Insurance Issues, June 2006 Anderson Kill & Olick, P.C. Fourth

Annual D&O Conference on "The Forgotten Promise – Strategies and Tactics to Maximize the Value of D&O Insurance"; January 2006 P.L.I. seminar "Contests for Corporate Control."

Mr. Abbey currently serves as Chairman of the Board of Trustees of New York Law School and is a Trustee of the Federal Bar Counsel.

Mr. Abbey received his B.A. from Hofstra University in 1957, his L.L.B. from New York Law School in 1959, and his M.B.A. from New York University Graduate School of Business Administration in 1961. He is admitted to the Bar of the State of New York, United States District Courts for the Southern and Eastern Districts of New York and most of the Circuit Courts of Appeals and the United States Supreme Court.

JILL S. ABRAMS – Ms. Abrams received her B.S. from the University of Vermont in 1978, and her J.D. from Antioch School of Law in 1981. She is admitted to the Bar of the State of New York, the United States District Courts for the Southern and Eastern Districts of New York, the Second, Third and Eighth Circuit Courts of Appeals.

She has served as lead or co-lead led plaintiffs' counsel in many securities cases including: Semerenko v. Cendant Corp., 98-4734 (WHW) (D.N.J.); In re Merrill Lynch & Co., Inc. Internet Strategies Securities Litigation, 02-MDL 1484 (S.D.N.Y.); In re Asia Pulp & Paper Securities Litigation, 01-cv-7351 (S.D.N.Y.); and In re Integrated Resources Securities Litigation, No. 89-cv-4255, as well as numerous breach of fiduciary duty and derivative cases.

She is presently Co-Chair of the American Bar Association's Committee on Class Actions and Derivative Suits, a volunteer mediator for the Second Circuit Court of Appeals and Secretary of non-profit organization Girls Learn International. She has served on the Mergers & Acquisitions and Federal Courts Committees of the Association of the Bar of the City of New York. Ms. Abrams has spoken at numerous conferences and CLE programs, including Practising Law Institute and American Bar Association seminars and as a member of the Glasser Legal Works Complex Class Action faculty.

KARIN E. FISCH – Ms. Fisch received her A.B. from Cornell University, College of Arts and Sciences in 1988, and her J.D. from Fordham University School of Law in 1992, where she was Managing Editor of the Fordham Urban Law Journal. She is admitted to the Bar of the State of New York and the United States District Court for the Southern District of New York and the Courts of Appeals for the Second, Third and Fifth Circuit.

Most recently, Ms. Fisch was a member of the team litigating on behalf of shareholders in In re Telecommunications, Inc. Shareholders Litig., C.A. No. 16370 (Del. Ch.). Other notable cases in state and federal courts in which Ms. Fisch was an active participant are: In re Seagate Technology, Inc. Sec. Litig., C.A. No. 17932-NC, Delaware Court of Chancery; In re AXA Financial, Inc. Shareholders Litig., C.A. No. 18268-NC, Delaware Court of Chancery; In re Liberty Media Corp. Sec. Litig., C.A. No. 13168 Delaware Court of Chancery; and Schoenfeld v. XO Comm., Index No. 01-018358, New York Supreme Court.

NANCY KABOOLIAN – Ms. Kaboolian received her B.A. from the State University College of New York at Fredonia in 1979 and her J.D. from New York Law School in 1989. She is admitted to the Bar of the State of New York and the United States District Courts for the Southern and Eastern Districts of New York.

Ms. Kaboolian's primary role is investigating and initiating securities and shareholder class actions. She also actively monitors the portfolios for the Firm's institutional clients enabling them to take whatever steps they deem appropriate and necessary to help recoup any losses they may suffer as a result of corporate misconduct.

STEPHEN T. RODD – Mr. Rodd received his J.D. degree in 1974 from New York University Law School, where he was a Root-Tilden Scholar and an Editor of the Journal of International Law and Politics. The University of Kansas is his undergraduate alma mater, where he received his B.A. degree in 1969. He is a member of the Bar of the State of New York, the United States District Courts for the Southern and Eastern Districts of New York, and the Second, Fifth and Sixth Circuit Courts of Appeals.

Mr Rodd has served as lead counsel or co-lead counsel in numerous cases that have achieved significant benefits on behalf of shareholders including: In re Vivendi Universal, S.A., Sec. Litig., Civil Action No. 02-cv-5571 (HB)(S.D.N.Y.); In re Crazy Eddie Sec. Litig., No. 87 Civ. 0033 (E.D.N.Y.), In re Wedtech Corp. Sec. Litig., No. 86 Civ. 8628 (S.D.N.Y.) and In re BankAmerica Corp. Sec. Litig., MDL No. 1264 (E.D. Mo.).

Mr. Rodd has handled a number of individual suits for institutional investors. He litigated a holders action for three of Westchester Capital Management, Inc.'s funds (approximately \$1.8 billion under management) against Klynveld Peat Marwick Goerdeler Bedrijfsrevisoren (a/k/a KPMG) for its involvement in the Lernout and Hauspie Speech Products N.V. fraud. Hudson Valley Partners v. KPMG, 02-20371 (N.Y. Sup. Ct.).

Mr. Rodd has participated in a conference panel on class action law and procedures sponsored by the Young Lawyers Section of the Paris Bar Association, at the invitation of the French consumer organization, Que Choisir. Mr. Rodd has also lectured or served as a panel member in numerous seminars, including the PLI Consumer Financial Services Litigation seminar, the ACI D&O Liability Conference, the NIRI Southwest Regional Conference panel on SEC Regulation and the PLI conference on Hot Securities Issues in a Down Economy.

JUDITH L. SPANIER – Ms. Spanier received her B.A. from Cornell University, College of Arts and Sciences in 1975, and her J.D. from New York University School of Law in 1978. She is admitted to the Bar of the State of New York, the United States District Courts for the Southern and Eastern Districts of New York and the Second, Ninth and Tenth Circuit Courts of Appeals.

Ms. Spanier has served as lead counsel or co-lead counsel in numerous cases that have achieved significant benefits on behalf of shareholders including In re Adelphia Comm. Corp. Sec. & Deriv. Litig., 3 MDL 1859 (S.D.N.Y.); In re Waste Management, Inc. Shareholders Deriv. Litig., C.A. No. 17313, Delaware Court of Chancery and Glancy v. Sternlicht, Civ No

204982 (Md. Cir. Ct.). Ms. Spanier has tried a securities fraud case through jury trial to verdict in In re Computer Assoc., Civ. No. 90-cv-2398 (JBW) (E.D.N.Y.).

In addition, Ms. Spanier was one of the lead trial attorneys in Braun and Hummel v. Wal-Mart Stores, Inc., Case Nos. 3127 and 3757 (Court of Common Pleas, Philadelphia County). Ms. Spanier was also on the plaintiff's lead counsel teams in, as well as on several large consumer class actions including Henry v. Sears, Roebuck, No. 98 C 4110 (N.D.Ill.).

Ms. Spanier has lectured or served as a panelist at various Glasser Legal Works Panels on "Litigation and Resolution of Complex Class Actions" and in various PLI Programs.

Associates

STEPHANIE AMIN-GIWNER – Ms. Amin-Giwner received her B.A., cum laude with honors, from Brandeis University in 1995 and her J.D., magna cum laude, from American University, Washington College of Law in 1998. She is admitted to the Bar of the State of Maryland and the State of New York and the United States District Courts for the Southern and Eastern Districts of New York.

JAMES S. BURRELL – Mr. Burrell received his B.S. in Finance from Pennsylvania State University, Smeal College of Business in 1995 and his J.D. from New York Law School in 2005. He is admitted to the Bar of the State of New York and the United States District Courts for the Southern and Eastern Districts of New York. Prior to law school, Mr. Burrell was an equities market maker and institutional salesman. Mr. Burrell has over eight years capital markets experience on Wall Street.

LIDIA M. KRYZANIWSKY – Ms. Kryzaniwsky received her B.A., magna cum laude, from Villanova University in 1999 and her J.D. from New York Law School in 2004 where she served as Vice-Chair of the Moot Court Association. Ms. Kryzaniwsky is admitted to the Bar of the State of New York and the State of New Jersey and to the United States District Courts for the Southern and Eastern Districts of New York and the District of New Jersey.

ORIN KURTZ – Mr. Kurtz received his B.S. in Jazz Studies from the State University of New York at New Paltz in 1998. He received his J.D., magna cum laude, from New York Law School in 2004 where he served as Executive Articles Editor of the Law Review. Mr. Kurtz is admitted to the New York State Bar, the United States District Courts for the Southern and Eastern Districts of New York and the Second Circuit Court of Appeals.

NATALIE S. MARCUS – Ms. Marcus received her B.A., cum laude, from Barnard College, Columbia University in 2001. She received her J.D. from the Benjamin N. Cardozo School of Law in 2004 where she served as the Articles Editor of the Cardozo Journal of Law and Gender. Ms. Marcus is admitted to the Bar of the State of New York and the State of New Jersey and to the United States District Courts for the Southern and Eastern Districts of New York and the District of New Jersey.

RICHARD B. MARGOLIES – Mr. Margolies received his B.S. from Lehigh University, College of Business and Economics in 1996, and his J.D. from New York Law School in 2001. He is admitted to the Bar of the State of New York and the United States District Courts for the Southern and Eastern Districts of New York.

GRACE E. PARASMO – Ms Parasmo received her B.A., cum laude with honors, from Fordham University in 2003 and her J.D. from New York Law School in 2006 where she served as an Executive Articles Editor of the Law Review. Ms. Parasmo worked for the Internet and Consumer Fraud and Protection Bureaus of the Office of the New York State Attorney General from 2001 through 2006. Ms. Parasmo is admitted to the Bar of the State of New York and the United States District Courts for the Southern and Eastern Districts of New York

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
FRANCIS LEE SUMMERS, III, individually and	:
On behalf of all others similarly situated,	:
	:
Plaintiffs,	:
	:
v.	:
	:
MERRILL LYNCH & CO., INC.; STAN	:
O'NEAL; LOU DIMARIA; INVESTMENT	:
COMMITTEE OF THE MERRILL LYNCH	:
SAVINGS AND INVESTMENT PLAN;	:
ADMINISTRATIVE COMMITTEE OF THE	:
MERRILL LYNCH SAVINGS AND	:
INVESTMENT PLAN; and JOHN DOES 1 - 30,	:
	:
Defendants.	:
	:
-----X	

No. 07-CV-11615 (UA)

[additional captions follow]

[PROPOSED] ORDER

-----X
ELIZABETH ESTEY, individually and on :
behalf of all others similarly situated, :

Plaintiffs, :

v. :

MERRILL LYNCH & CO., INC., :
E. STANLEY O'NEAL, CAROL T. :
CHRIST, ARMANDO M. CODINA, :
VIRGIS W. COLBERT, JILL K. :
CONWAY, ALBERTO CRIBIORE, :
JOHN D. FINNEGAN, JUDITH :
MAYHEW JONAS, DAVID K. :
NEWBIGGING, AULANA L. PETERS, :
JOSEPH W. PRUEHER, ANN N. REESE, :
CHARLES O. ROSSOTTI, LOUIS :
DIMARIA, PETER STINGI and JOHN :
AND JANE DOES 1-20, :

Defendants. :

Case No. 07-CV-10268 (LBS)

-----X
MARY GIDARO, individually and on :
behalf of all others similarly situated, :

Plaintiffs, :

v. :

MERRILL LYNCH & CO., INC., :
E. STANLEY O'NEAL, CAROL T. :
CHRIST, ARMANDO M. CODINA, :
VIRGIS W. COLBERT, JILL K. :
CONWAY, ALBERTO CRIBIORE, :
JOHN D. FINNEGAN, JUDITH :
MAYHEW JONAS, DAVID K. :
NEWBIGGING, AULANA L. PETERS, :
JOSEPH W. PRUEHER, ANN N. REESE, :
CHARLES O. ROSSOTTI, LOUIS :
DIMARIA, PETER STINGI and JOHN :
AND JANE DOES 1-20, :

Defendants. :

Case No. 07-CV-10273 (LBS)

-----X
TARA MOORE, individually and on :
behalf of all others similarly situated, :

Plaintiffs, :

v. :

MERRILL LYNCH & CO., INC., :
E. STANLEY O'NEAL, CAROL T :
CHRIST, ARMANDO M. CODINA, :
VIRGIS W. COLBERT, JILL K. :
CONWAY, ALBERTO CRIBIORE, :
JOHN D. FINNEGAN, JUDITH :
MAYHEW JONAS, DAVID K. :
NEWBIGGING, AULANA L. PETERS, :
JOSEPH W. PRUEHER, ANN N. REESE, :
CHARLES O. ROSSOTTI, LOUIS :
DIMARIA, PETER STINGI and JOHN :
AND JANE DOES 1-20, :

Defendants. :

Case No. 07-CV-10398 (DC)

-----X
GREGORY YASHGUR, individually and :
on behalf of all others similarly situated, :

Plaintiffs, :

v. :

MERRILL LYNCH & CO., INC., :
E. STANLEY O'NEAL, CAROL T. :
CHRIST, ARMANDO M. CODINA, :
VIRGIS W. COLBERT, JILL K. :
CONWAY, ALBERTO CRIBIORE, :
JOHN D. FINNEGAN, JUDITH :
MAYHEW JONAS, DAVID K. :
NEWBIGGING, AULANA L. PETERS, :
JOSEPH W. PRUEHER, ANN N. REESE, :
CHARLES O. ROSSOTTI, LOUIS :
DIMARIA, PETER STINGI and JOHN :
AND JANE DOES 1-20, :

Defendants. :

Case No. 07-CV-10569 (JSR)

-----X
CHRISTINE DONLON, individually and :
on behalf of all others similarly situated, :

Plaintiffs, :

v. :

MERRILL LYNCH & CO., INC., :
E. STANLEY O'NEAL, CAROL T. :
CHRIST, ARMANDO M. CODINA, :
VIRGIS W. COLBERT, JILL K. :
CONWAY, ALBERTO CRIBIORE, :
JOHN D. FINNEGAN, JUDITH :
MAYHEW JONAS, DAVID K. :
NEWBIGGING, AULANA L. PETERS, :
JOSEPH W. PRUEHER, ANN N. REESE, :
CHARLES O. ROSSOTTI, LOUIS :
DIMARIA, PETER STINGI and JOHN :
AND JANE DOES 1-20, :

Defendants. :

Case No. 07-CV-10661(CM)

-----X
CARL ESPOSITO, individually and :
On behalf of all others similarly situated, :

Plaintiffs, :

v. :

MERRILL LYNCH & CO., INC., :
E. STANLEY O'NEAL, CAROL T. :
CHRIST, ARMANDO M. CODINA, :
VIRGIS W. COLBERT, JILL K. :
CONWAY, ALBERTO CRIBIORE, :
JOHN D. FINNEGAN, JUDITH :
MAYHEW JONAS, DAVID K. :
NEWBIGGING, AULANA L. PETERS, :
JOSEPH W. PRUEHER, ANN N. REESE, :
CHARLES O. ROSSOTTI, LOUIS :
DIMARIA, PETER STINGI and JOHN :
AND JANE DOES 1-20, :

Defendants. :

Case No. 07-CV-10687 (JGK)

-----X
SEAN SHAUGHNESSEY, individually and :
on behalf of all others similarly situated, :

Plaintiffs, :

v. :

MERRILL LYNCH & CO., INC., :
E. STANLEY O'NEAL, CAROL T. :
CHRIST, ARMANDO M. CODINA, :
VIRGIS W. COLBERT, JILL K. :
CONWAY, ALBERTO CRIBIORE, :
JOHN D. FINNEGAN, JUDITH :
MAYHEW JONAS, DAVID K. :
NEWBIGGING, AULANA L. PETERS, :
JOSEPH W. PRUEHER, ANN N. REESE, :
CHARLES O. ROSSOTTI, LOUIS :
DIMARIA, PETER STINGI and JOHN :
AND JANE DOES 1-20, :

Defendants. :

Case No. 07-CV-10710 (GEL)

-----X
BARBARA BOLAND, individually and :
On behalf of all others similarly situated, :

Plaintiffs, :

v. :

MERRILL LYNCH & CO., INC., :
E. STANLEY O'NEAL, CAROL T. :
CHRIST, ARMANDO M. CODINA, :
VIRGIS W. COLBERT, JILL K. :
CONWAY, ALBERTO CRIBIORE, :
JOHN D. FINNEGAN, JUDITH :
MAYHEW JONAS, DAVID K. :
NEWBIGGING, AULANA L. PETERS, :
JOSEPH W. PRUEHER, ANN N. REESE, :
CHARLES O. ROSSOTTI, LOUIS :
DIMARIA, PETER STINGI and JOHN :
AND JANE DOES 1-20, :

Defendants. :

Case No. 07-CV-11054 (MGC)

[PROPOSED] ORDER

Upon consideration of Plaintiff Francis Lee Summers, III's Motion to Consolidate and For Appointment of Interim Co-Lead Counsel, and any response thereto, the Court hereby enters the following Order.

I. CONSOLIDATION

1. The above-captioned actions are hereby consolidated for all purposes into one action pursuant to Rule 42(a) of the Federal Rules of Civil, along with any future-filed or transferred tag-along actions asserting claims under the Employee Retirement Income Security Act of 1974 ("ERISA") relating to Merrill Lynch & Co. (hereinafter "Merrill Lynch").

2. The instant actions and any tag-along actions shall be referred to herein as the "Consolidated Actions." This Order shall apply to the Consolidated Actions and to any and all cases that are subsequently filed in this Court or transferred to this Court, which action is brought against the defendants and/or any other past or present employee or agent of any defendant.

3. The short caption for the Consolidated Actions shall be "*In re Merrill Lynch ERISA Litigation*, Master File No. 07 CV 10268." Every pleading in this Consolidated Action shall bear the following caption:

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE MERRILL LYNCH
ERISA LITIGATION

Master File No.: 07 CV 10268

This Document Relates To:

4. A Master Docket and Master File are hereby established for the Consolidated Actions. The Master File shall be Case No. 07-CV-10268. Entries in the Master Docket shall be applicable to these Consolidated Actions.

II. NEWLY-FILED OR TRANSFERRED ACTIONS

5. When a case that arises out of the subject matter of this action is hereinafter filed in this Court or transferred from another Court, the Clerk of this Court shall: (a) file a copy of this Order in the separate file for such action; (b) mail a copy of this Order to the attorneys for the plaintiff(s) in the newly filed or transferred case and to any new defendant(s) in the newly filed or transferred case; and (c) make the appropriate entry in the docket for this action.

6. Each new case which arises out of the subject matter of the Consolidated Actions that is filed in this Court or transferred to this Court shall be consolidated with this action and this Order shall apply thereto, unless a party objecting to this Order or any provision of this Order shall, within ten (10) days after the date upon which a copy of this Order is served on counsel for such party, file an application for relief from this Order or any provision herein and this Court deems it appropriate to grant such application.

7. During the pendency of this litigation, or until further order of this Court, the parties shall take reasonable steps to preserve all documents within their possession, custody or control, including computer-generated and stored information and materials such as computerized data and electronic mail, containing information that is relevant to or which may lead to the discovery of information relevant to the subject matter of the pending litigation.

IV. APPOINTMENT OF INTERIM CO-LEAD COUNSEL

8. The Court hereby appoints Spector, Roseman & Kodroff, P.C. and Stember Feinstein Doyle & Payne, LLC as Interim Co-Lead Counsel for these Consolidated Actions. Additionally, Abbey Spanier Rodd & Abrams, LLP shall serve as liaison counsel for these Consolidated Actions.

9. Interim Co-Lead Counsel shall have the authority to speak for all plaintiffs in matters regarding pretrial procedure, trial, and settlement negotiations and shall make all work assignments in such a manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive efforts.

10. Interim Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of all plaintiffs and for the dissemination of notices and orders of this Court. No motion, request for discovery, or other pretrial or trial proceedings shall be limited or filed by plaintiffs except through Interim Co-Lead Counsel.

11. Interim Co-Lead Counsel shall be the contact between plaintiffs' counsel and defendants' counsel, as well as the spokespersons for all plaintiffs' counsel, and shall

direct and coordinate the activities of plaintiffs' counsel. Interim Co-Lead Counsel shall be the contact between the Court and plaintiffs and their counsel.

IT IS SO ORDERED.

Dated:

UNITED STATES DISTRICT JUDGE